

... patent of the United States or elsewhere, or otherwise, and to use, exercise, develop, grant licenses in respect thereto, or otherwise turn the same to account.

1265879 - R8 SDMS

To take, acquire, purchase, hold, own, lease, sell, exchange, mortgage, improve, cultivate, develop, and otherwise deal in and dispose of any and all property, real and personal, of every description, incident to or capable of being used in connection with its business.

The company may conduct its business in other States, in the District of Columbia, and in the Territories, Colonies and Dependencies of the United States, and in foreign countries, and may have one office or more than one office and keep the books of the company outside of the State of New Jersey, except as otherwise may be provided by law, and may hold, purchase, mortgage, and convey real and personal property, either in or out of the State of New Jersey, and may do any and all other acts and things, and exercise any and all other powers which now are or which hereafter may be authorized by law.

IV. The total authorized capital stock of the corporation is one hundred million dollars (\$100,000,000), divided into five million five hundred thousand (5,500,000) shares. Of such total authorized capital stock two hundred and fifty thousand (250,000) shares amounting in the aggregate to twenty-five million dollars (\$25,000,000) shall be Class A preferred stock of the par value of one hundred dollars (\$100) each, and two hundred and fifty thousand (250,000) shares amounting in the aggregate to twenty-five million dollars (\$25,000,000) shall be Class B preferred stock of the par value of one hundred dollars (\$100) each, and five million (5,000,000) shares amounting in the aggregate to fifty million dollars (\$50,000,000) shall be common stock of the par value of ten dollars (\$10) each.

The holders of the Class A preferred stock shall be entitled to receive, when and as declared from the surplus or net profits of the corporation, yearly dividends at the rate of seven per cent (7%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the Class A preferred stock shall be cumulative and shall be payable before any dividend on the Class B preferred stock or on the common stock shall be paid or set apart, so that if in any year dividends amounting to seven per cent (7%) shall not have been paid on the Class A preferred stock the deficiency shall be payable before any dividend shall be paid upon or set apart for

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the Class B preferred stock or for the common stock. Whenever all cumulative dividends on the Class A preferred stock for all previous years shall have been declared and shall have become payable and the accrued quarterly dividend instalments thereon for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for all previous years and such accrued quarterly dividend instalments upon said Class A preferred stock, or shall have set apart from its surplus or net profits a sum sufficient for the payment thereof, the holders of the Class B preferred stock shall be entitled to receive, when and as declared from the surplus or net profits of the corporation remaining after all cumulative dividends and accrued quarterly dividend instalments upon the Class A preferred stock shall have been paid or set apart as aforesaid, yearly dividends at the rate of six per cent (6%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the Class B preferred stock shall also be cumulative and shall be payable before any dividend on the common stock shall be paid or set apart, so that if in any year dividends amounting to six per cent (6%) shall not have been paid on the Class B preferred stock the deficiency shall be payable before any dividend shall be paid upon or set apart for the common stock.

The holders of the Class A preferred stock and of the Class B preferred stock shall be entitled to no dividends except as herein provided.

Whenever all cumulative dividends on the Class A preferred stock and on the Class B preferred stock for all previous years shall have been declared and shall have become payable and the accrued quarterly dividend instalments on the Class A preferred stock and on the Class B preferred stock for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for all previous years upon both the Class A preferred stock and the Class B preferred stock in the order aforesaid and also such accrued quarterly dividend instalments thereon for the current year as aforesaid, or shall have set apart from its surplus or net profits a sum sufficient for the payment thereof as aforesaid, the Board of Directors may declare dividends on the common stock payable then or thereafter out of any remaining surplus or net profits.

Except as otherwise provided by law, at all meetings and for all purposes each share of Class A preferred stock and of Class B

shall be entitled to ten (10) votes and each share of common stock of the par value of ten dollars (\$10) each shall be entitled to one (1) vote. From time to time the Class A preferred stock, the Class B preferred stock, and the common stock may be issued in such amounts and proportions and for such consideration as shall be determined by the Board of Directors and permitted by law.

In the event of any liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, the holders of the Class A preferred stock shall share equally and be entitled to be paid in full both the par value of their shares and all unpaid cumulative dividends accrued thereon before any amount shall be paid to the holders of the Class B preferred stock or the common stock and, after the payment in full to the holders of the Class A preferred stock of both the par value of their shares and all unpaid cumulative dividends accrued thereon, the holders of the Class B preferred stock shall share equally and be entitled to be paid in full both the par value of their shares and all unpaid cumulative dividends accrued thereon before any amount shall be paid to the holders of the common stock and, after the payment in the order aforesaid to the holders of the Class A preferred stock and the Class B preferred stock of the par value of their shares and of all unpaid cumulative dividends accrued thereon, the remaining assets and funds shall be paid to the holders of the common stock equally and pro rata according to their respective shares.

The amount with which the corporation shall commence business shall be twenty-nine million eight hundred and nine thousand four hundred dollars (\$29,809,400), divided into two hundred and ninety-eight thousand and ninety-four (298,094) shares of the par value of one hundred dollars (\$100) each.

V. The names and residences of the stockholders and the number of shares held by each are as follows:

NAMES.	RESIDENCES.	NO. OF SHARES.
W. P. THOMPSON,	New York, N. Y.	1
CHARLES DAVISON.	New York, N. Y.	1
SIMON BEYMER,	Pittsburgh, Pa.	1
F. W. ROCKWELL,	East Orange, N. J.	1
A. P. THOMPSON,	Buffalo, N. Y.	1
R. R. COLGATE,	New York, N. Y.	1
L. A. COLE,	East Orange, N. J.	1

GEORGE O. CARPENTIER, JR.

E. F. BEALE, JR.

R. P. ROWE,

T. J. PHILLIPS,

GEORGE MUIR,

W. C. GULLIVER,

LYMAN D. JONES.

Philadelphia, Pa.

Brooklyn, N. Y.

Brooklyn, N. Y.

Brooklyn, N. Y.

New York, N. Y.

New York, N. Y. 298,081

Total..... 298,094

VI. The duration of the corporation shall be perpetual.

VII. All the provisions of 'An Act Concerning Corporations, Revision of 1896,' being Chapter 185 of the Laws of 1896 of the State of New Jersey, and all amendments thereof, and all supplements thereto, and all other statutes of the State of New Jersey affecting the powers or rights of stock corporations, their officers, directors or stockholders, heretofore or hereafter made, shall be a part of the charter of this company, and all powers and privileges conferred by said statutes or any of them, shall be a part of the powers and privileges of this corporation, its officers, directors, or stockholders as the case may be, except so far as the same are inapplicable and inappropriate to the objects of, or unlawful to be exercised by, this corporation.

The number of the Directors of the company shall be thirteen, but may be increased or diminished by amendment to the by-laws as therein provided. The Directors shall be classified in respect to the time for which they shall severally hold office, into three classes. One class to be originally elected for a term of one year. Another class to be originally elected for a term of two years, and another class to be originally elected for a term of three years, each class to hold office until its successors are elected. At each annual meeting, the date of which shall be fixed by the by-laws, the successors of the class of Directors whose term expires in that year shall be elected to hold office for the term of three years.

In case of any vacancy in any class of Directors through death, resignation, disqualification, or other cause, the remaining Directors, by the affirmative vote of a majority of the Board of Directors, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his successor.

The Board of Directors shall have power to hold meetings outside the State of New Jersey at such places as from time to time may be designated by the by-laws, or by resolution of the Board.

Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

Any other officer or employe of the company may be removed at any time by vote of the Board of Directors or by any Committee or superior officer upon whom such power of removal may be conferred by the by-laws or by vote of the Board of Directors.

The Board of Directors by the affirmative vote of a majority of the whole Board may appoint from the Directors an Executive Committee, of which a majority shall constitute a quorum, and to such extent as shall be provided in the by-laws such Committee shall have and may exercise all or any of the powers of the Board of Directors, including power to cause the seal of the corporation to be affixed to all papers that may require it.

The Board of Directors by the affirmative vote of a majority of the whole Board, may appoint any other standing Committees, and such standing Committees shall have and may exercise such powers as shall be conferred or authorized by the by-laws.

The Board of Directors may appoint not only other officers of the company, but also one or more Vice-Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, and to the extent provided in the by-laws, the persons so appointed respectively shall have and may exercise all the powers of the President, of the Treasurer, and of the Secretary respectively.

The Board of Directors shall have power from time to time to fix or to determine, and to vary the amount of the working capital of the company, and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring its own obligations to such extent and in such manner, and upon such terms as the Board of Directors shall deem expedient.

Subject always to the by-laws made by the stockholders, the Board of Directors may make by-laws from time to time, and may alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors may be altered or repealed by the stockholders

at any annual meeting or at any special meeting, provided notice of such alteration or repeal be included in the notice of the meeting.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of December, 1891.

WILLIAM P. THOMPSON (SEAL)

SIMON BEYMER (SEAL)

FLETCHER W. ROCKWELL (SEAL)

LUCIUS A. COLE (SEAL)

STATE OF NEW YORK,

CITY AND COUNTY OF NEW YORK, } ss.

Be it remembered that on this 5th day of December, A. D. 1891, before me, SIDNEY WARD, a Commissioner of Deeds for the State of New Jersey, resident in the City of Brooklyn, County of Kings, State of New York, personally appeared WILLIAM P. THOMPSON, SIMON BEYMER, FLETCHER W. ROCKWELL and LUCIUS A. COLE, who, I am satisfied, are the persons named in and who executed the foregoing certificate, and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

[SEAL]

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year aforesaid.

SIDNEY WARD.

A Commissioner of Deeds for the State of New Jersey in New York. "

ENDORSED:

"Received in the Hudson Co., N.J. Clerk's Office, Dec. 7th, A.D. 1891 and Recorded in Clerks Record, No. 14 on Page \_\_\_\_\_"

Donnie McLaughlin,  
Clerk."

"FILED DEC 8, 1891,

HENRY C. JELSKY,

SECRETARY OF STATE."

# State of New Jersey



## Department of State

J. Thomas A. Mathis, Secretary of State of the State  
of New Jersey, do hereby Certify that the foregoing is a true  
copy of Certificate of Organisation of the NATIONAL LEAD  
COMPANY, as amended May 15th, 1936.

and the endorsements thereon  
as the same is taken from and compared with the original filed  
in my office on the Eighth day of December, A.D.  
1936 and now remaining on file and of record therein

In Testimony Whereof, I have hereunto  
set my hand and affixed my official  
seal at Trenton, this Twenty-Eighth  
day of November, A.D. 1936

*Thomas A. Mathis*  
Secretary of State

9289-26  
This document has been inspected  
and properly entered on the  
records of the Flat Tax Com. Unit.

Date Nov. 5, 1937  
W. H. White Clerk

W  
H  
W



## CERTIFICATE OF BUSINESS AND AGENT

KNOW ALL MEN BY THESE PRESENTS:

That we T. M. CARTER President,  
and M. D. Cole Secretary, of  
NATIONAL LEAD COMPANY

a Corporation duly organized under and by virtue of the Laws of the State of  
NEW JERSEY do hereby certify that the principal place  
where the business of said Corporation is to be carried on in the State of Colorado, is the  
City of DENVER

County of DENVER and we hereby designate, constitute and  
appoint E. R. FABRIKIE residing at

2510 E. 25TH AVENUE  
Street No.

in the City of DENVER County of DENVER  
and State aforesaid, the duly authorized agent of said Corporation, upon whom process  
may be served, pursuant to the Statute in such case made and provided.

Given under our hands and the seal of the said Corporation, at their office in  
the City of New York and State of New York  
on this 10 day of FEBRUARY, A. D. 1937.

CORPORATE  
SEAL

T. M. Carter  
President

M. D. Cole  
Secretary

NOTE: Recite acknowledgment on reverse side hereof.

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# CERTIFICATE OF BUSINESS AND AGENT

KNOW ALL MEN BY THESE PRESENTS:

That we, Fletcher W. Rockwell President,  
and H. Q. Bates Secretary, of  
NATIONAL LEAD COMPANY

a Corporation duly organized under and by virtue of the Laws of the State of  
New Jersey do hereby certify that the principal place

where the business of said Corporation is to be carried on in the State of Colorado, is the  
City of Denver

County of Denver and we hereby designate, constitute and  
appoint O T Corporation System, a Colorado Corporation, building

located at First National Bank Building,  
Street No.

in the City of Denver County of Denver

and State aforesaid, the duly authorized agent of said Corporation, upon whom process  
may be served, pursuant to the Statute in such case made and provided.

Given under our hands and the seal of the said Corporation, at their office in  
New York and State of New York

on this 27th day of September, A.D. 1944

[CORPORATE SEAL]  
President  
Secretary

Subscribed and sworn to before me this 27th day  
of September, 1944.

My commission expires [blank]  
[NOTARY SEAL]  
Notary Public or Other Officer

Notary Public, Exp. On Dec 30, 1944  
Exp. On Dec 31, 1944  
Exp. On Dec 30, 1945

F6825

No.

Certificate of Business and Agent

OF

National Lead  
Company

State of Corporation

DOE

014 19700 199-130

FOREIGN

FILED in the office of the Secretary of State of Colorado, on the

day of October A. D. 1944 at 4:00 o'clock P. M.

GEORGE BROOKINGS

Secretary of State

Filing Clerk

This document has been inspected  
and properly entered on the  
cards of The Flat Tax Department.

Indexed by

Date October 9 1944

OK E. E. Hopkins

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
NATIONAL LEAD COMPANY

NATIONAL LEAD COMPANY, A CORPORATION ORGANIZED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF NEW JERSEY, MAKES THIS CERTIFICATE OF AMENDMENT OF ITS CERTIFICATE OF INCORPORATION, AND HEREBY CERTIFIED THAT:

I. THE LOCATION OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THE STATE OF NEW JERSEY IS AT CHEVALIER AVENUE, SAYREVILLE, COUNTY OF MIDDLESEX. THE NAME OF THE AGENT THEREIN AND IN CHARGE THEREOF UPON WHOM PROCESS AGAINST THE CORPORATION MAY BE SERVED IS LEO L. LEWIS.

II. THE BOARD OF DIRECTORS OF SAID CORPORATION, AT A MEETING THEREOF SOLELY CALLED AND HELD ON THE 24TH DAY OF JULY, 1951, PASSED THE FOLLOWING RESOLUTIONS:

RESOLVED, THAT THE BOARD OF DIRECTORS DEEMS AND HEREBY DECLARES IT ADVISABLE THAT:

A. EACH OUTSTANDING SHARE OF THE COMPANY'S COMMON STOCK (ALL OF WHICH NOW HAS A PAR VALUE OF \$10 PER SHARE) BE CHANGED INTO THREE SHARES HAVING A PAR VALUE OF \$5 PER SHARE, AND THAT THE NUMBER OF OUTSTANDING SHARES BE TREBLED AS OF THE EFFECTIVE DATE THEREOF;

B. THE TOTAL AUTHORIZED COMMON STOCK BE CHANGED AND INCREASED FROM 5,000,000 SHARES HAVING A PAR VALUE OF \$10 PER SHARE INTO 20,000,000 SHARES HAVING A PAR VALUE OF \$5 PER SHARE; AND

C. IN CONSUMMATION THEREOF THAT

1. THE CERTIFICATE OF INCORPORATION OF THE COMPANY AS HERETOFORE AMENDED BE FURTHER AMENDED BY REVISING THE FIRST PARAGRAPH OF ARTICLE IV THEREOF SO THAT SUCH PARAGRAPH SHALL READ:

IV. THE TOTAL AUTHORIZED CAPITAL STOCK OF THE CORPORATION IS ONE HUNDRED FIFTY MILLION DOLLARS (\$150,000,000) DIVIDED INTO TWENTY MILLION FIVE HUNDRED THOUSAND (20,500,000) SHARES. OF SUCH TOTAL AUTHORIZED CAPITAL STOCK, TWO HUNDRED FIFTY THOUSAND (250,000) SHARES AMOUNTING IN THE AGGREGATE TO TWENTY-FIVE MILLION DOLLARS (\$25,000,000) SHALL BE CLASS A PREFERRED STOCK OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100) EACH, AND TWO HUNDRED FIFTY THOUSAND (250,000) SHARES AMOUNTING IN THE AGGREGATE TO TWENTY-FIVE MILLION DOLLARS (\$25,000,000) SHALL BE CLASS B PREFERRED STOCK OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100) EACH, AND TWENTY MILLION (20,000,000) SHARES AMOUNTING IN THE AGGREGATE TO ONE HUNDRED MILLION DOLLARS (\$100,000,000) SHALL BE COMMON STOCK OF THE PAR VALUE OF FIVE DOLLARS (\$5) EACH.

AND BY REVISING THE FIRST SENTENCE OF THE FIFTH PARAGRAPH OF LAID ARTICLE IV THEREOF SO THAT SUCH SENTENCE SHALL READ:

EXCEPT AS OTHERWISE PROVIDED BY LAW, AT ALL MEETINGS AND FOR ALL PURPOSES EACH SHARE OF CLASS A PREFERRED STOCK AND OF CLASS B PREFERRED STOCK OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100) EACH SHALL BE ENTITLED TO THIRTY (30) VOTES AND EACH SHARE OF COMMON STOCK OF THE PAR VALUE OF FIVE DOLLARS (\$5) EACH SHALL BE ENTITLED TO ONE (1) VOTE.

WITHOUT ANY CHANGE IN THE REMAINDER OF SAID ARTICLE IV OR ANY OTHER PORTION OF THE CERTIFICATE OF INCORPORATION AS HERETOFORE AMENDED; AND

2. THE BY-LAWS OF THE COMPANY AS HERETOFORE AMENDED BE FURTHER AMENDED BY REVISING THE FIRST SENTENCE OF THE THIRD PARAGRAPH OF ARTICLE III THEREOF TO READ:

AT ALL MEETINGS OF THE STOCKHOLDERS AND FOR ALL PURPOSES, EXCEPT AS OTHERWISE PROVIDED BY LAW, THE HOLDERS OF THE CLASS A PREFERRED STOCK AND OF THE CLASS B PREFERRED STOCK SHALL BE ENTITLED TO THIRTY VOTES AND THE HOLDERS OF THE COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, IN PERSON OR BY PROXY, FOR EACH FULL-PAID SHARE OF STOCK OF EACH OF SAID RESPECTIVE CLASSES STANDING IN HIS OR HER NAME ON THE BOOKS OF THE COMPANY ON THE DATE PRESCRIBED FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO VOTE AT ANY SUCH MEETING OR FOR ANY SUCH OTHER PURPOSE.

RESOLVED, THAT THE FOREGOING RESOLUTION AND PROPOSED AMENDMENTS OF THE CERTIFICATE OF INCORPORATION AND OF THE BY-LAWS OF THE COMPANY BE SUBMITTED TO THE STOCKHOLDERS OF THE COMPANY FOR THEIR APPROVAL AND THAT A SPECIAL MEETING OF THE STOCKHOLDERS OF THE COMPANY BE AND IT HEREBY IS CALLED TO BE HELD ON TUESDAY, OCTOBER 16, 1951, AT 11 O'CLOCK IN THE FORENOON AT THE PRINCIPAL OFFICE OF THE COMPANY IN SAYREVILLE, NEW JERSEY, FOR THE PURPOSE OF VOTING UPON

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PROPOSED AMENDMENTS OF ARTICLE IV OF THE CERTIFICATE OF INCORPORATION OF THE COMPANY, AS AMENDED, AND OF ARTICLE II OF THE BY-LAWS OF THE COMPANY, AS AMENDED."

"RESOLVED, THAT THE BOARD OF DIRECTORS DOES HEREBY FIX A TIME, NAMELY THE CLOSE OF BUSINESS ON SEPTEMBER 25, 1951, AS THE RECORD DATE FOR THE DETERMINATION OF THE STOCKHOLDERS ENTITLED TO NOTICE OF AND TO VOTE AT SAID SPECIAL MEETING OF THE STOCKHOLDERS OF THE COMPANY TO BE HELD ON OCTOBER 16, 1951, AND ONLY STOCKHOLDERS OF RECORD AT SUCH RECORD DATE SHALL BE ENTITLED TO NOTICE OF AND TO VOTE AT SUCH SPECIAL MEETING, NOTWITHSTANDING ANY TRANSFER OF ANY STOCK ON THE BOOKS OF THE COMPANY AFTER SUCH RECORD DATE."

III. THEREAFTER AND ON THE 16TH DAY OF OCTOBER, 1951, PURSUANT TO SUCH CALL OF THE BOARD OF DIRECTORS AND UPON DUE NOTICE GIVEN TO EACH STOCKHOLDER AS PROVIDED IN AND BY THE BY-LAWS, A SPECIAL MEETING OF THE STOCKHOLDERS OF SAID CORPORATION WAS HELD AT THE PRINCIPAL OFFICE OF THE CORPORATION, AT CHEVALIER AVENUE, SAYREVILLE, COUNTY OF MIDDLESEX, STATE OF NEW JERSEY, AT WHICH MEETING MORE THAN TWO-THIRDS IN INTEREST OF EACH CLASS OF STOCKHOLDERS HAVING VOTING POWERS VOTED IN FAVOR OF SUCH AMENDMENTS AND CHANGES, THAT IS TO SAY: THE HOLDERS OF (1) 184,028 SHARES OUT OF THE TOTAL OF 234,293 SHARES OF CLASS A PREFERRED STOCK OF THE PAR VALUE OF \$100 EACH ISSUED AND OUTSTANDING AND HAVING VOTING POWERS, (2) 67,539 SHARES OUT OF THE TOTAL OF 90,185 SHARES OF CLASS D PREFERRED STOCK OF THE PAR VALUE OF \$100 EACH ISSUED AND OUTSTANDING AND HAVING VOTING POWERS, AND (3) 2,680,893 SHARES OUT OF THE TOTAL OF 3,386,125 SHARES OF COMMON STOCK OF THE PAR VALUE OF \$10 EACH ISSUED AND OUTSTANDING AND HAVING VOTING POWERS WERE PRESENT IN PERSON OR REPRESENTED BY PROXY, AND THE HOLDERS OF 181,839 SHARES OF SAID CLASS A PREFERRED STOCK AND 67,271 SHARES OF SAID CLASS D PREFERRED STOCK AND 2,673,492 SHARES OF SAID COMMON STOCK VOTED IN FAVOR OF SAID AMENDMENTS AND CHANGES.

IV. THE CERTIFICATE OF INCORPORATION OF  
NATIONAL LEAD COMPANY AS SO AMENDED SHALL READ AS FOL-

LOWS:

CERTIFICATE OF ORGANIZATION  
OF  
NATIONAL LEAD COMPANY  
AS AMENDED

THIS IS TO CERTIFY THAT WE, WILLIAM P. THOMPSON, OF NEW YORK CITY, SIMON SEYHER, OF PITTSBURGH, PENNSYLVANIA, FLETCHER W. ROCKWELL OF EAST ORANGE, NEW JERSEY, AND LUCIUS A. COLE, OF EAST ORANGE, NEW JERSEY, DO HEREBY ASSOCIATE OURSELVES INTO A COMPANY, UNDER AND BY VIRTUE OF THE PROVISIONS OF AN ACT OF THE LEGISLATURE OF THE STATE OF NEW JERSEY, ENTITLED 'AN ACT CONCERNING CORPORATIONS,' APPROVED APRIL 7, 1875, AND THE SEVERAL ACTS SUPPLEMENTARY THERETO AND AMENDATORY THEREOF, FOR THE PURPOSES HEREINAFTER MENTIONED, AND TO THAT END DO HEREBY CERTIFY AND SET FORTH:

I. THAT THE NAME ASSUMED TO DESIGNATE SUCH COMPANY, AND TO BE USED IN ITS BUSINESS AND DEALINGS, IS NATIONAL LEAD COMPANY.

II. THE LOCATION OF ITS OFFICE IN THIS STATE IS AT NUMBER 1 EXCHANGE PLACE, IN THE CITY OF JERSEY CITY, COUNTY OF HUDSON. THE NAME OF THE AGENT THEREIN AND IN CHARGE THEREOF, AND UPON WHOM PROCEEDS AGAINST THE CORPORATION MAY BE SERVED, IS JAMES B. VRESENBURG.

III. THE OBJECTS FOR WHICH THE CORPORATION IS FORMED ARE:

TO ACQUIRE BY PURCHASE, LEASE, OR OTHERWISE, AND TO OWN, SELL, LEASE, MORTGAGE, CONVEY, DEVELOP, IMPROVE, AND OPERATE MINES, TO OWN, ACQUIRE, CONSTRUCT, ENLARGE, IMPROVE, OPERATE AND CARRY ON WORKS FOR SMELTING, PARTING, REFINING OR WORKING ANY BASE OR PRECIOUS METALS, OR THE PRODUCTS THEREOF, AND FACTORIES FOR THE MANUFACTURE OF LEAD IN ANY AND ALL COMMERCIAL AND MEDICINAL FORMS AND QUALITIES, AND FOR THE MANUFACTURE OF PYROLIGNEOUS ACID, ACETATE OF LIME AND CHARCOAL BY THE PROCESS OF DESTRUCTIVE DISTILLATION, CARBON DIOXIDE, MAGNESIA, AND THE PRODUCTS THEREOF, TOGETHER WITH FACTORIES OR WORKS FOR THE PURPOSE OF PRODUCING, REFINING, OR MANUFACTURING LINSEED AND CASTOR OILS, AND VEGETABLE, MINERAL, OR OTHER OILS, AND THE PRODUCTS THEREOF, AND COMPOSITIONS, ARTICLES AND APPARATUS FROM AND IN CONNECTION THEREWITH, AND TO MANUFACTURE THE PRODUCTS OF SAID MINES, AND SAID SUBSTANCES, AND GENERALLY TO CARRY ON SUCH MANUFACTURING OR OTHER BUSINESS AS MAY BE NECESSARY OR CONVENIENT FOR THE BUSINESS AND OPERATIONS OF THE COMPANY, OR ANY PART THEREOF. TO BUY, SELL, TRADE AND DEAL IN THE PRODUCTS OF SAID MINES, FACTORIES, WORKS AND PROPERTIES IN THEIR CRUDE FORM, OR IN ANY STATE OR STAGE OF PRODUCTION OR MANUFACTURE, AS WELL AS THE PROPERTIES THEMSELVES, INCLUDING BASE



AND PRECIOUS METALS, LEAD AND OILS OF EVERY KIND AND QUALITY, AND IN ANY FORM OR CONDITION, AND SUCH OTHER SUBSTANCES, PRODUCTS AND MATERIALS AS ARE COMMONLY OR CONVENIENTLY USED, MANUFACTURED, BOUGHT OR SOLD IN CONNECTION WITH SAID BUSINESS OR BUSINESSES, OR ANY PART OR PARTS THEREOF, OR AS ARE NECESSARY OR CONVENIENT IN AND ABOUT, OR CONNECTED DIRECTLY OR INDIRECTLY WITH THE TRANSACTION OF THE BUSINESS OF THE SAID COMPANY. TO ISSUE DEBENTURE BONDS, OR BONDS SECURED BY MORTGAGE OR MORTGAGES UPON THE PROPERTY AND FRANCHISES OF THE SAID COMPANY, OR OTHERWISE, AND TO SELL THE SAME FOR THE PURPOSE OF RAISING MONEY WITH WHICH TO ENLARGE OR CARRY ON THE BUSINESS OF THE SAID COMPANY, OR ANY PART THEREOF, AND FOR THE PURCHASE OF ANY REAL OR PERSONAL PROPERTY THEREFOR, OR FOR ANY OTHER LAWFUL PURPOSE.

TO ACQUIRE BY PURCHASE, SUBSCRIPTION, OR OTHERWISE, AND TO HOLD, SELL, ASSIGN, TRANSFER, MORTGAGE, PLEDGE, GUARANTEE, CONVEY, OR EXCHANGE, OR OTHERWISE DISPOSE OF SHARES OF THE CAPITAL STOCK OF, OR ANY BONDS, SECURITIES, OR EVIDENCES OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OR CORPORATIONS OF THIS OR ANY OTHER STATE, AND TO GUARANTEE THE PAYMENT OF DIVIDENDS OR INTEREST THEREON, AND WHILE OWNER OF SUCH STOCK OR OTHER SECURITIES TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP THEREOF, AND TO EXERCISE ANY AND ALL VOTING POWER THEREON, AND TO AID IN ANY MANNER ANY CORPORATION WHOSE STOCK, BONDS, OR OTHER OBLIGATIONS, ARE HELD OR IN ANY MANNER GUARANTEED BY THIS COMPANY, AND TO DO ANY OTHER ACTS OR THINGS FOR THE PRESERVATION, PROTECTION, IMPROVEMENT OR ENHANCEMENT OF THE VALUE OF ANY SUCH STOCK, BONDS, OR OTHER OBLIGATIONS, OR TO DO ANY ACTS OR THINGS DESIGNED FOR ANY SUCH PURPOSE.

TO APPLY FOR, OBTAIN, REGISTER, PURCHASE, LEASE OR OTHERWISE TO ACQUIRE, AND TO HOLD, USE, OWN, OPERATE, INTRODUCE, AND SELL, ASSIGN, OR OTHERWISE DISPOSE OF ANY TRADE-MARKS, TRADE NAMES, PATENTS, INVENTIONS, IMPROVEMENTS, AND PROCESSES USED IN CONNECTION WITH OR SECURED UNDER LETTERS PATENT OF THE UNITED STATES OR ELSEWHERE, OR OTHERWISE, AND TO USE, EXERCISE, DEVELOP, GRANT LICENSES IN RESPECT THEREOF, OR OTHERWISE TURN THE SAME TO ACCOUNT.

TO TAKE, ACQUIRE, PURCHASE, HOLD, OWN, LEASE, SELL, EXCHANGE, MORTGAGE, IMPROVE, CULTIVATE, DEVELOP, AND OTHERWISE DEAL IN AND DISPOSE OF ANY AND ALL PROPERTY, REAL AND PERSONAL, OF EVERY DESCRIPTION, INCIDENT TO OR CAPABLE OF BEING USED IN CONNECTION WITH ITS BUSINESS.

THE COMPANY MAY CONDUCT ITS BUSINESS IN OTHER STATES, IN THE DISTRICT OF COLUMBIA, AND IN THE TERRITORIES, COLONIES AND DEPENDENCIES OF THE UNITED STATES, AND IN FOREIGN COUNTRIES, AND MAY HAVE ONE OFFICE OR MORE THAN ONE OFFICE AND KEEP THE BOOKS OF THE COMPANY OUTSIDE OF THE STATE OF NEW JERSEY, EXCEPT AS OTHERWISE MAY BE PROVIDED BY LAW, AND MAY HOLD, PURCHASE, MORTGAGE, AND CONVEY REAL AND PERSONAL PROPERTY, EITHER IN OR OUT OF THE STATE OF NEW JERSEY, AND MAY DO ANY AND ALL OTHER ACTS AND

THINGS, AND EXERCISE ANY AND ALL OTHER POWERS WHICH NOW ARE OR WHICH HEREAFTER MAY BE AUTHORIZED BY LAW.

IV. THE TOTAL AUTHORIZED CAPITAL STOCK OF THE CORPORATION IS ONE HUNDRED FIFTY MILLION DOLLARS (\$150,000,000) DIVIDED INTO TWENTY MILLION FIVE HUNDRED THOUSAND (20,500,000) SHARES. OF SUCH TOTAL AUTHORIZED CAPITAL STOCK, TWO HUNDRED FIFTY THOUSAND (250,000) SHARES AMOUNTING IN THE AGGREGATE TO TWENTY-FIVE MILLION DOLLARS (\$25,000,000) SHALL BE CLASS A PREFERRED STOCK OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100) EACH, AND TWO HUNDRED FIFTY THOUSAND (250,000) SHARES AMOUNTING IN THE AGGREGATE TO TWENTY-FIVE MILLION DOLLARS (\$25,000,000) SHALL BE CLASS B PREFERRED STOCK OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100) EACH, AND TWENTY MILLION (20,000,000) SHARES AMOUNTING IN THE AGGREGATE TO ONE HUNDRED MILLION DOLLARS (\$100,000,000) SHALL BE COMMON STOCK OF THE PAR VALUE OF FIVE DOLLARS (\$5) EACH.

THE HOLDERS OF THE CLASS A PREFERRED STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED FROM THE SURPLUS OR NET PROFITS OF THE CORPORATION, YEARLY DIVIDENDS AT THE RATE OF SEVEN PER CENT (7%) PER ANNUM, PAYABLE QUARTERLY ON DATES TO BE FIXED BY THE BY-LAWS. THE DIVIDENDS ON THE CLASS A PREFERRED STOCK SHALL BE CUMULATIVE AND SHALL BE PAYABLE BEFORE ANY DIVIDEND ON THE CLASS B PREFERRED STOCK OR ON THE COMMON STOCK SHALL BE PAID OR SET APART, SO THAT IF IN ANY YEAR DIVIDENDS AMOUNTING TO SEVEN PER CENT (7%) SHALL NOT HAVE BEEN PAID ON THE CLASS A PREFERRED STOCK THE DEFICIENCY SHALL BE PAYABLE BEFORE ANY DIVIDEND SHALL BE PAID UPON OR SET APART FOR THE CLASS B PREFERRED STOCK OR FOR THE COMMON STOCK. WHENEVER ALL CUMULATIVE DIVIDENDS ON THE CLASS A PREFERRED STOCK FOR ALL PREVIOUS YEARS SHALL HAVE BEEN DECLARED AND SHALL HAVE BECOME PAYABLE AND THE ACCRUED QUARTERLY DIVIDEND INSTALLMENTS THEREON FOR THE CURRENT YEAR SHALL HAVE BEEN DECLARED, AND THE CORPORATION SHALL HAVE PAID SUCH CUMULATIVE DIVIDENDS FOR ALL PREVIOUS YEARS AND SUCH ACCRUED QUARTERLY DIVIDENDS INSTALLMENTS UPON SAID CLASS A PREFERRED STOCK, OR SHALL HAVE SET APART FROM ITS SURPLUS OR NET PROFITS A SUM SUFFICIENT FOR THE PAYMENT THEREOF, THE HOLDERS OF THE CLASS B PREFERRED STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED FROM THE SURPLUS OR NET PROFITS OF THE CORPORATION REMAINING AFTER ALL CUMULATIVE DIVIDENDS AND ACCRUED QUARTERLY DIVIDEND INSTALLMENTS UPON THE CLASS A PREFERRED STOCK SHALL HAVE BEEN PAID OR SET APART AS AFORESAID, YEARLY DIVIDENDS AT THE RATE OF SIX PER CENT (6%) PER ANNUM, PAYABLE QUARTERLY ON DATES TO BE FIXED BY THE BY-LAWS. THE DIVIDENDS ON THE CLASS B PREFERRED STOCK SHALL ALSO BE CUMULATIVE AND SHALL BE PAYABLE BEFORE ANY DIVIDEND ON THE COMMON STOCK SHALL BE PAID OR SET APART, SO THAT IF IN ANY YEAR DIVIDENDS AMOUNTING TO SIX PER CENT (6%) SHALL NOT HAVE BEEN PAID ON THE CLASS B PREFERRED STOCK THE DEFICIENCY SHALL BE PAYABLE BEFORE ANY DIVIDEND SHALL BE PAID UPON OR SET APART FOR THE COMMON STOCK.

THE HOLDERS OF THE CLASS A PREFERRED STOCK AND OF THE CLASS B PREFERRED STOCK SHALL BE ENTITLED TO NO DIVIDENDS EXCEPT AS HEREIN PROVIDED.

WHENEVER ALL CUMULATIVE DIVIDENDS ON THE CLASS A PREFERRED STOCK AND ON THE CLASS B PREFERRED STOCK FOR ALL PREVIOUS YEARS SHALL HAVE BEEN DECLARED: AND SHALL HAVE BECOME PAYABLE AND THE ACCRUED QUARTERLY DIVIDEND INSTALLMENTS ON THE CLASS A PREFERRED STOCK AND ON THE CLASS B PREFERRED STOCK FOR THE CURRENT YEAR SHALL HAVE BEEN DECLARED, AND THE CORPORATION SHALL HAVE PAID SUCH CUMULATIVE DIVIDENDS FOR ALL PREVIOUS YEARS UPON BOTH THE CLASS A PREFERRED STOCK AND THE CLASS B PREFERRED STOCK IN THE ORDER AFORESAID AND ALSO SUCH ACCRUED QUARTERLY DIVIDEND INSTALLMENTS THEREON FOR THE CURRENT YEAR AS AFORESAID, OR SHALL HAVE SET APART FROM ITS SURPLUS OR NET PROFITS A SUM SUFFICIENT FOR THE PAYMENT THEREOF AS AFORESAID, THE BOARD OF DIRECTORS MAY DECLARE DIVIDENDS ON THE COMMON STOCK PAYABLE THEN OR THEREAFTER OUT OF ANY REMAINING SURPLUS OR NET PROFITS.

EXCEPT AS OTHERWISE PROVIDED BY LAW, AT ALL MEETINGS AND FOR ALL PURPOSES EACH SHARE OF CLASS A PREFERRED STOCK AND OF CLASS B PREFERRED STOCK OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100) EACH SHALL BE ENTITLED TO THIRTY (30) VOTES AND EACH SHARE OF COMMON STOCK OF THE PAR VALUE OF FIVE DOLLARS (\$5) EACH SHALL BE ENTITLED TO ONE (1) VOTE. FROM TIME TO TIME THE CLASS A PREFERRED STOCK, THE CLASS B PREFERRED STOCK, AND THE COMMON STOCK MAY BE ISSUED IN SUCH AMOUNTS AND PROPORTIONS AND FOR SUCH CONSIDERATION AS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS AND PERMITTED BY LAW.

IN THE EVENT OF ANY LIQUIDATION, DISSOLUTION, OR WINDING UP OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, THE HOLDERS OF THE CLASS A PREFERRED STOCK SHALL SHARE EQUALLY AND BE ENTITLED TO BE PAID IN FULL BOTH THE PAR VALUE OF THEIR SHARES AND ALL UNPAID CUMULATIVE DIVIDENDS ACCRUED THEREON BEFORE ANY AMOUNT SHALL BE PAID TO THE HOLDERS OF THE CLASS B PREFERRED STOCK OR THE COMMON STOCK AND, AFTER THE PAYMENT IN FULL TO THE HOLDERS OF THE CLASS A PREFERRED STOCK OF BOTH THE PAR VALUE OF THEIR SHARES AND ALL UNPAID CUMULATIVE DIVIDENDS ACCRUED THEREON, AND HOLDERS OF THE CLASS B PREFERRED STOCK SHALL SHARE EQUALLY AND BE ENTITLED TO BE PAID IN FULL BOTH THE PAR VALUE OF THEIR SHARES AND ALL UNPAID CUMULATIVE DIVIDENDS ACCRUED THEREON BEFORE ANY AMOUNT SHALL BE PAID TO THE HOLDERS OF THE COMMON STOCK AND, AFTER THE PAYMENT IN THE ORDER AFORESAID TO THE HOLDERS OF THE CLASS A PREFERRED STOCK AND THE CLASS B PREFERRED STOCK OF THE PAR VALUE OF THEIR SHARES AND OF ALL UNPAID CUMULATIVE DIVIDENDS ACCRUED THEREON, THE REMAINING ASSETS AND FUNDS SHALL BE PAID TO THE HOLDERS OF THE COMMON STOCK EQUALLY AND PRO RATA ACCORDING TO THEIR RESPECTIVE SHARES.

THE AMOUNT WITH WHICH THE CORPORATION SHALL COMMENCE BUSINESS SHALL BE TWENTY-NINE MILLION EIGHT HUNDRED AND NINE THOUSAND FOUR HUNDRED DOLLARS (\$29,809,400), DIVIDED INTO TWO HUNDRED AND NINETY-EIGHT THOUSAND AND NINETY-FOUR (298,094) SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS (\$100) EACH.

V. THE NAMES AND RESIDENCES OF THE STOCKHOLDERS AND THE NUMBER OF SHARES HELD BY EACH ARE AS FOLLOWS:

NAMES.	RESIDENCES.	NO. OF SHARES.
W. P. THOMPSON,	NEW YORK, N. Y.	1
CHARLES DAVISON,	NEW YORK, N. Y.	
SIMON BEYNER,	PITTSBURGH, PA.	
F. W. ROCKWELL,	EAST ORANGE, N. J.	
A. P. THOMPSON,	BUFFALO, N. Y.	
R. R. COLGATE,	NEW YORK, N. Y.	
L. A. COLE,	EAST ORANGE, N. J.	
GEORGE O. CARPENTER, JR.	ST. LOUIS, MO.	
E. F. BEALE, JR.	PHILADELPHIA, PA.	
R. P. ROWE,	BROOKLYN, N. Y.	
T. J. PHILLIPS,	BROOKLYN, N. Y.	
GEORGE HUIR,	BROOKLYN, N. Y.	
W. C. GULLIVER,	NEW YORK, N. Y.	
LYMAN D. JONES,	NEW YORK, N. Y.	
		298,094

TOTAL . . . . . 298,094

VI. THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

VII. ALL THE PROVISIONS OF 'AN ACT CONCERNING CORPORATIONS, REVISION OF 1896,' BEING CHAPTER 185 OF THE LAWS OF 1896 OF THE STATE OF NEW JERSEY, AND ALL AMENDMENTS THEREOF, AND ALL SUPPLEMENTS THERETO, AND ALL OTHER STATUTES OF THE STATE OF NEW JERSEY AFFECTING THE POWERS OR RIGHTS OF STOCK CORPORATIONS, THEIR OFFICERS, DIRECTORS OR STOCKHOLDERS, HERETOFORE OR HEREFTER MADE, SHALL BE A PART OF THE CHARTER OF THIS COMPANY, AND ALL POWERS AND PRIVILEGES CONFERRED BY SAID STATUTES OR ANY OF THEM, SHALL BE A PART OF THE POWERS AND PRIVILEGES OF THIS CORPORATION, ITS OFFICERS, DIRECTORS, OR STOCKHOLDERS AS THE CASE MAY BE, EXCEPT SO FAR AS THE SAME ARE INAPPLICABLE AND INAPPROPRIATE TO THE OBJECTS OF, OR UNLAWFUL TO BE EXERCISED BY, THIS CORPORATION.

THE NUMBER OF THE DIRECTORS OF THE COMPANY SHALL BE THIRTEEN, BUT MAY BE INCREASED OR DIMINISHED BY AMENDMENT TO THE BY-LAWS AS THEREIN PROVIDED. THE DIRECTORS SHALL BE CLASSIFIED IN RESPECT TO THE TIME FOR WHICH THEY SHALL SEVERALLY HOLD OFFICE, INTO THREE CLASSES. ONE CLASS TO BE ORIGINALLY ELECTED FOR A TERM OF ONE YEAR. ANOTHER CLASS TO BE ORIGINALLY ELECTED FOR A TERM OF TWO YEARS, AND ANOTHER CLASS TO BE ORIGINALLY ELECTED FOR A TERM OF THREE YEARS, EACH CLASS TO HOLD OFFICE UNTIL ITS SUCCESSORS ARE ELECTED. AT EACH ANNUAL MEETING, THE DATE OF WHICH SHALL BE FIXED BY THE BY-LAWS, THE SUCCESSORS OF THE CLASS OF DIRECTORS WHOSE TERM EXPIRES IN THAT YEAR SHALL BE ELECTED TO HOLD OFFICE FOR THE TERM OF THREE YEARS.

IN CASE OF ANY VACANCY IN ANY CLASS OF DIRECTORS THROUGH DEATH, RESIGNATION, DISQUALIFICATION, OR OTHER CAUSE, THE REMAINING DIRECTORS, BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS, MAY ELECT A SUCCESSOR TO HOLD OFFICE FOR THE UNEXPIRED PORTION OF THE TERM OF THE DIRECTOR WHOSE PLACE SHALL BE VACANT, AND UNTIL THE ELECTION OF HIS SUCCESSOR.

THE BOARD OF DIRECTORS SHALL HOLD THEIR MEETINGS OUTSIDE THE STATE OF NEW JERSEY AT SUCH PLACES AS FROM TIME TO TIME MAY BE DESIGNATED BY THE BY-LAWS, OR BY RESOLUTION OF THE BOARD.

ANY OFFICER ELECTED OR APPOINTED BY THE BOARD OF DIRECTORS MAY BE REMOVED AT ANY TIME BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE WHOLE BOARD OF DIRECTORS.

ANY OTHER OFFICER OR EMPLOYEE OF THE COMPANY MAY BE REMOVED AT ANY TIME BY VOTE OF THE BOARD OF DIRECTORS OR BY ANY COMMITTEE OR SUPERIOR OFFICER UPON WHOM SUCH POWER OF REMOVAL MAY BE CONFERRED BY THE BY-LAWS OR BY VOTE OF THE BOARD OF DIRECTORS.

THE BOARD OF DIRECTORS BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE WHOLE BOARD MAY APPOINT FROM THE DIRECTORS AN EXECUTIVE COMMITTEE, OF WHICH A MAJORITY SHALL CONSTITUTE A QUORUM, AND TO SUCH EXTENT AS SHALL BE PROVIDED IN THE BY-LAWS SUCH COMMITTEE SHALL HAVE AND MAY EXERCISE ALL OR ANY OF THE POWERS OF THE BOARD OF DIRECTORS, INCLUDING POWER TO CAUSE THE SEAL OF THE CORPORATION TO BE AFFIXED TO ALL PAPERS THAT MAY REQUIRE IT.

THE BOARD OF DIRECTORS BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE WHOLE BOARD, MAY APPOINT ANY OTHER STANDING COMMITTEES, AND SUCH STANDING COMMITTEES SHALL HAVE AND MAY EXERCISE SUCH POWERS AS SHALL BE CONFERRED OR AUTHORIZED BY THE BY-LAWS.

THE BOARD OF DIRECTORS MAY APPOINT NOT ONLY OTHER OFFICERS OF THE COMPANY, BUT ALSO ONE OR MORE VICE-PRESIDENTS, ONE OR MORE ASSISTANT TREASURERS, AND ONE OR MORE ASSISTANT SECRETARIES, AND TO THE EXTENT PROVIDED IN THE BY-LAWS, THE PERSONS SO APPOINTED RESPECTIVELY SHALL HAVE AND MAY EXERCISE ALL THE POWERS OF THE PRESIDENT, OF THE TREASURER, AND OF THE SECRETARY RESPECTIVELY.

THE BOARD OF DIRECTORS SHALL HAVE POWER FROM TIME TO TIME TO FIX OR TO DETERMINE, AND TO VARY THE AMOUNT OF THE WORKING CAPITAL OF THE COMPANY, AND TO DIRECT AND DETERMINE THE USE AND DISPOSITION OF ANY SURPLUS OR NET PROFITS OVER AND ABOVE THE CAPITAL STOCK PAID IN, AND IN ITS DISCRETION THE BOARD OF DIRECTORS MAY USE AND APPLY ANY SUCH SURPLUS OR ACCUMULATED PROFITS IN PURCHASING OR ACQUIRING ITS OWN OBLIGATIONS TO SUCH EXTENT AND IN SUCH MANNER, AND UPON SUCH TERMS AS THE BOARD OF DIRECTORS SHALL DEEM EXPEDIENT.

SUBJECT ALWAYS TO THE BY-LAWS MADE BY THE STOCKHOLDERS, THE BOARD OF DIRECTORS MAY MAKE BY-LAWS FROM TIME TO TIME, AND MAY ALTER, AMEND OR REPEAL ANY BY-LAWS, BUT ANY BY-LAWS MADE BY THE BOARD OF DIRECTORS MAY BE ALTERED OR REPEALED BY THE STOCKHOLDERS AT ANY ANNUAL MEETING OR AT ANY SPECIAL MEETING, PROVIDED NOTICE OF SUCH ALTERATION OR REPEAL BE INCLUDED IN THE NOTICE OF THE MEETING.

IN WITNESS WHEREOF, WE HAVE HERETO SET OUR

WATTS AND SEALS THIS 5TH DAY OF DECEMBER, 1891.

WILLIAM P. THOMPSON (SEAL)  
SIMON BEYMER (SEAL)  
FLETCHER W. ROCKWELL (SEAL)  
LUCIUS A. COLE (SEAL)

STATE OF NEW YORK,  
CITY AND COUNTY OF NEW YORK, )

BE IT REMEMBERED THAT ON THIS 5TH DAY OF DECEMBER, A. D. 1891, BEFORE ME, SIDNEY WARD, A COMMISSIONER OF DEEDS FOR THE STATE OF NEW JERSEY, RESIDENT IN THE CITY OF BROOKLYN, COUNTY OF KINGS, STATE OF NEW YORK, PERSONALLY APPEARED WILLIAM P. THOMPSON, SIMON BEYMER, FLETCHER W. ROCKWELL AND LUCIUS A. COLE, WHO, I AM SATISFIED, ARE THE PERSONS NAMED IN AND WHO EXECUTED THE FOREGOING CERTIFICATE, AND I HAVING FIRST MADE KNOWN TO THEM THE CONTENTS THEREOF, THEY DID EACH ACKNOWLEDGE THAT THEY SIGNED, SEALED AND DELIVERED THE SAME AS THEIR VOLUNTARY ACT AND DEED.

(SEAL) IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL THE DAY AND YEAR AFORESAID.

SIDNEY WARD  
A COMMISSIONER OF DEEDS FOR  
THE STATE OF NEW JERSEY IN NEW  
YORK.

IN WITNESS WHEREOF SAID NATIONAL LEAD COMPANY HAS CAUSED THIS CERTIFICATE TO BE SIGNED BY ITS PRESIDENT AND SECRETARY, AND ITS CORPORATE SEAL TO BE HERETO AFFIXED THE 16TH DAY OF OCTOBER IN THE YEAR ONE THOUSAND NINE HUNDRED AND FIFTY-ONE.

SIGNED AND SEALED IN THE  
PRESENCE OF

THOMAS J. MURPHY

JOHN J. LAYTON

ATTEST:

(SEAL)

JOHN B. HERRICK  
SECRETARY

NATIONAL LEAD COMPANY

BY JOSEPH A. MARTENS  
PRESIDENT

JOHN B. HERRICK  
SECRETARY

JOSEPH A. MARTENS  
PRESIDENT, NATIONAL LEAD  
COMPANY

JOHN B. HERRICK  
SECRETARY, NATIONAL  
COMPANY

STATE OF NEW YORK  
COUNTY OF NEW YORK

SS:

BE IT REMEMBERED, THAT ON THE 16TH DAY OF  
OCTOBER, A. D. 1951, BEFORE ME, THE SUBSCRIBER, A NOTAR  
PUBLIC OF THE STATE OF NEW YORK, PERSONALLY APPEARED  
JOHN B. HENRICH, SECRETARY OF NATIONAL LEAD COMPANY,  
THE CORPORATION NAMED IN AND WHICH EXECUTED THE FORE-  
GOING CERTIFICATE, TO ME KNOWN, WHO, BEING BY ME DULY  
SWORN, ACCORDING TO LAW, DOES DEPOSE AND SAY AND MAKE  
PROOF TO MY SATISFACTION THAT HE IS THE SECRETARY OF  
SAID CORPORATION; THAT THE SEAL AFFIXED TO SAID  
CERTIFICATE IS THE CORPORATE SEAL OF SAID CORPORATION,  
THE SAME BEING WELL KNOWN TO HIM; THAT, IT WAS AFFIXED  
BY ORDER OF SAID CORPORATION; THAT JOSEPH A. MARTINO  
IS THE PRESIDENT OF SAID CORPORATION; THAT HE SAW SAID  
JOSEPH A. MARTINO AS SUCH PRESIDENT SIGN SAID CERTI-  
FICATE AND AFFIX SAID SEAL THERETO AND DELIVER SAID  
CERTIFICATE, AND HEARD HIM DECLARE THAT HE SIGNED,  
SEALED AND DELIVERED SAID CERTIFICATE AS THE VOLUNTARY  
ACT AND DEED OF SAID CORPORATION, BY ITS ORDER AND BY  
AUTHORITY OF ITS BOARD OF DIRECTORS AND BY THE VOTE,  
EITHER IN PERSON OR BY PROXY, DULY CONSTITUTED AND  
THEREUNTO DULY AUTHORIZED, OF MORE THAN TWO-THIRDS IN  
INTEREST OF EACH CLASS OF STOCKHOLDERS OF SAID CORPO-  
RATION HAVING VOTING POWERS, FOR THE USES AND PURPOSES  
THEREIN EXPRESSED; AND THAT SAID ORPHENET SIGNED HIS  
NAME THERETO AT THE SAME TIME AS SUBSCRIBING WITNESS.

JOHN B. HENRICH

SUBSCRIBED AND SWORN TO BEFORE  
ME THE DAY AND YEAR AFORESAID.

(SEAL)

JOHN J. LAWLER

NOTARY PUBLIC, STATE OF NEW YORK  
No. 02-7448800

QUAL. IN BRONX CO., CERTS. FILED WITH  
N.Y. CO. CLERK, BRONX AND N.Y. CO. REGISTRAR  
TERM EXPIRES MARCH 30, 1952

STATE OF NEW YORK  
COUNTY OF NEW YORK

SS:

BE IT REMEMBERED THAT ON THIS 16TH DAY OF  
OCTOBER IN THE YEAR ONE THOUSAND NINE HUNDRED AND FIFTY-  
ONE, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF NEW  
YORK, PERSONALLY APPEARED IN SAID COUNTY AND STATE  
JOSEPH A. MARTINO AND JOHN B. HENRICH, OF FULL AGE, WHO  
I AM SATISFIED ARE THE PERSONS NAMED IN AND WHO EXECUTED  
THE FOREGOING CERTIFICATE; AND I HAVING FIRST MADE  
KNOWN TO THEM THE CONTENTS THEREOF, THEY DID THEREUPON  
SEVERALLY ACKNOWLEDGE THAT THEY SIGNED, SEALED, AND  
DELIVERED THE SAME AS THEIR VOLUNTARY ACT AND DEED FOR  
THE USES AND PURPOSES THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HERE-TO SET MY  
HAND AND AFFIXED MY OFFICIAL SEAL AT NEW YORK, IN THE  
STATE AND COUNTY AFORESAID, THE DAY AND YEAR LAST ABOVE  
WRITTEN.

JOHN J. LAMON (SEAL)  
NOTARY PUBLIC OF NEW YORK  
No. 03-7448800  
QUAL. IN BRONX Co., CERTS. FILES WITH  
N.Y. Co. CLERK, BRONX AND N.Y. Co. REGISTER  
TERM EXPIRES MARCH 30, 1952

ENDORSED  
FILED AND RECORDED  
OCT 17 1951  
LLOYD S. MARSH  
Secretary of State



# State of New Jersey



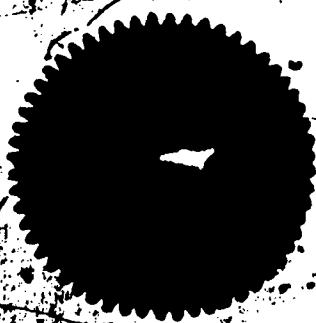
## Department of State

I, Secretary of State of the State  
of New Jersey, do hereby Certify that the foregoing is a true  
copy of Certificate of Amendment of Certificate of Incorporation of NATIONAL  
LEAD COMPANY.

and the endorsements thereon  
as the same is taken from and compared with the original filed  
in my office on the Seventeenth day of October, A.D.  
1951 - 3:07 PM and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto  
set my hand and affixed my Official  
Seal at Trenton, this Seventeenth  
day of October, A.D. 1951

Richard J. Hughes  
Secretary of State



F14524

CERTIFIED COPY

OF

Amendment of

NATIONAL LEAD AGENCY

FOREIGN

FILED in the office of the Secretary of  
State of the State of Oregon on the  
30 day of October  
AD. 1951 at 9:00 o'clock AM  
GEORGE J. BAKER,  
Secretary of State

O-1 Are Person 1918

This document has been inspected  
and properly filed in the  
records of The Fiscal Department.

OK

Date October 31-1951

Amode Clerk

CGT3351

50115

A 60-

115

NATIONAL LEAD COMPANY

(Name of Corporation)

a corporation

organized and existing under the laws of the State of NEW JERSEY

hereby certifies that, pursuant to a duly adopted resolution of its board of directors, the address of the registered office of the corporation in the State

of Colorado shall be 1700 BROADWAY, DENVER 2, COLORADO

that the registered agent of the corporation whose business address is identical with such registered office, shall be THE CORPORATION COMPANY

and that the principal place of business of the corporation in Colorado is:

2945 BLAKE STREET DENVER 5, COLORADO  
No. Street City

(If same address as registered office, insert "same as above")

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be executed in its name by its President, this 22nd day of OCTOBER, 19 58.

NATIONAL LEAD COMPANY

(Name of Corporation)

By

(Signature of officer)

STATE OF NEW YORK

COUNTY OF NEW YORK

as

Before me,

a Notary Public in and for the said County and State, personally appeared J. A. MARTINO who acknowledged before me that he is the President of NATIONAL LEAD COMPANY (Name of Corporation)

that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 22nd day of OCTOBER, A. D. 19 58.

My commission expires

JOHN I. LAWRENCE  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 31-744388  
Qualified in New York County  
Term expires March 28, 1960

Notary Public

Note:

Effective January 1, 1959, each corporation shall have and continuously maintain in the State of Colorado:

(a) A registered office which may be, but need not be, the same as its place of business.

(b) A registered agent, which agent may be either an individual resident, or a domestic corporation, or a foreign corporation authorized to do business in Colorado, having a business office identical with such registered office. IF BOTH THE NAME OF THE REGISTERED AGENT AND THE ADDRESS OF THE REGISTERED OFFICE ARE THE SAME AS GIVEN ON THE LAST 'BUSINESS AND AGENT' FORM FILED IN THIS ICE, NO FILING FEE WILL BE REQUIRED WITH THIS DESIGNATION, BUT, IF EITHER THE OR THE ADDRESS REVEALS A CHANGE A FILING FEE OF FIVE (\$5) DOLLARS MUST BE FORWARDED WITH THIS DOCUMENT.

F 1577

REGISTRATION OF REGISTERED OFFICE AND REGISTERED AGENT

**FOREIGN**

FILED in the office of the Secretary of  
State, of the State of Colorado, on the  
2nd day of January, A.D. 1959.

**GEORGE J. BAKER**

Secretary of State

Filing Clerk Robinson Fee None

NATIONAL LEAD COMPANY

Certificate of Retirement of Class A Preferred Stock and Class B Preferred Stock and Decrease of Capital and Amendment of the Certificate of Organization.

National Lead Company, a corporation of the State of New Jersey, does hereby certify as follows:

1. That J. A. Martino is the President and that John B. Henrich is the Secretary of said Corporation.

2. That the principal and registered office of said Corporation in the State of New Jersey is at the Foot of Chevalier Avenue, Sayreville, and the name of the agent therein and in charge thereof and upon whom process against the Corporation may be served is Earl H. Schwartzkopf.

3. That the total authorized capital stock of the Corporation as set forth in its Certificate of Organization as heretofore amended is one hundred fifty million (\$150,000,000) dollars, divided into twenty million five hundred thousand (20,500,000) shares, of which two hundred fifty thousand (250,000) shares are Class A Preferred Stock of the par value of \$100 each, two hundred fifty thousand (250,000) shares are Class B Preferred Stock of the par value of \$100 each, and twenty million (20,000,000) shares are Common Stock of the par value of \$5 each.

4. That the total number of shares of said authorized capital stock issued and outstanding at the time of the annual meeting of the stockholders herein--

after referred to was: Class A Preferred Stock, 243,676 shares; Class B Preferred Stock, 103,277 shares; and Common Stock, 11,706,472 shares. Included in the foregoing were 29,683 shares of Class A Preferred Stock, 15,928 shares of Class B Preferred Stock, and 1,000 shares of Common Stock held in the Treasury of the Corporation.

5. That the Board of Directors of the Corporation at a meeting thereof duly convened and held on the 26th day of February, 1963, at which a quorum was present and acting throughout, duly adopted the following resolutions:

"WHEREAS, this Board has formulated a plan to retire the outstanding shares of the Class A Preferred Stock and Class B Preferred Stock of National Lead Company (hereinafter called the 'Company'), subject to the favorable vote of two-thirds in interest of the outstanding shares of each class of stock of the Company (excluding the shares of each class of stock held in the Treasury of the Company),

"RESOLVED, that said plan, as set forth in the next succeeding resolution of this Board, be submitted to the stockholders of the Company to take action thereon at the annual meeting of said stockholders appointed to be held on April 18, 1963; further

"RESOLVED, that this Board deems it advisable and hereby declares it to be advisable that the authorized Class A Preferred Stock of the Company, consisting of 250,000 shares of the par value of one hundred dollars (\$100) each, of which 243,676 shares are presently issued and outstanding (including 29,683 shares now held in the Treasury of the Company), and the authorized Class B Preferred Stock of the Company, consisting of 250,000 shares of the par value of one hundred dollars (\$100) each, of which 103,277 shares are presently issued and outstanding (including 15,928 shares now held in the Treasury of the Company), be retired and that the capital of the Company be decreased by the aggregate par value of said 243,676 shares of Class A Preferred Stock and the aggregate par value of said 103,277 shares of Class B Preferred Stock in the total amount of

Thirty-four million six hundred ninety-five thousand three hundred dollars (\$34,695,300). The holders of such presently outstanding Class A Preferred Stock (excluding the Company) shall be entitled to receive \$177.50 per share in cash (and interest thereon at the rate of  $4\frac{3}{8}\%$  per annum from April 19, 1963, to the date their stock certificates are surrendered but not beyond May 3, 1963), plus an amount in cash equal to dividends at the rate of 7% per annum accrued through the close of business on April 18, 1963. Each holder of such presently outstanding Class A Preferred Stock (excluding the Company) shall, at his option, receive, instead of cash, Twenty-Five Year Subordinated Debentures non-redeemable for 10 years, subordinated to Senior Indebtedness as defined in the Indenture under which said Debentures will be issued, in the principal amount of \$177.50 per share, providing for interest from April 19, 1963 at  $4\frac{3}{8}\%$  per annum payable semi-annually on October 1 and April 1 of each year, beginning October 1, 1963, plus an amount in cash equal to dividends at the rate of 7% per annum accrued through the close of business on April 18, 1963, and the cash amount, if any, by which the total principal amount of said Debentures to which such holder is entitled exceeds an integral multiple of \$100. Such option may be exercised by each such shareholder by the surrender of the certificates of stock held by him and written notice in the form to be prescribed by the Company given by the holder to the Company on or before May 20, 1963. Each such holder of Class A Preferred Stock who has failed to give such notice within the time prescribed shall receive \$177.50 per share in cash, and interest thereon at the rate of  $4\frac{3}{8}\%$  per annum from April 19, 1963 through May 3, 1963, plus an amount in cash equal to dividends at the rate of 7% per annum accrued through the close of business on April 18, 1963. The holders of such presently outstanding Class B Preferred Stock (excluding the Company) shall be entitled to receive \$152.50 per share in cash (and interest thereon at the rate of  $4\frac{3}{8}\%$  per annum from April 19, 1963, to the date their stock certificates are surrendered but not beyond May 3, 1963), plus an amount in cash equal to dividends at the rate of 6% per annum accrued through the close of business on April 18, 1963. Each holder of the presently outstanding Class B Preferred Stock (excluding the Company) shall, at his option, be entitled to receive, instead of cash, Twenty-Five Year Subordinated Debentures non-redeemable for 10 years, subordinated to Senior Indebtedness as defined in the Indenture under which said Debentures will be issued, in the principal amount of \$152.50 per share, providing for interest from April 19, 1963 at  $4\frac{3}{8}\%$  per annum payable semi-annually on

October 1 and April 1 of each year, beginning October 1, 1963, plus an amount in cash equal to dividends at the rate of 6% per annum accrued through the close of business on April 18, 1963, and the cash amount, if any, by which the total principal amount of said Debentures to which such holder is entitled exceeds an integral multiple of \$100. Such option may be exercised by each such shareholder by the surrender of the certificates of stock held by him and written notice in the form to be prescribed by the Company given by the holder to the Company on or before May 20, 1963. Each such holder of Class B Preferred Stock who has failed to give such notice within the time prescribed shall receive \$152.50 per share in cash, and interest thereon at the rate of 4 3/8% per annum from April 19, 1963 through May 3, 1963, plus an amount in cash equal to dividends at the rate of 6% per annum accrued through the close of business on April 18, 1963. All the foregoing dates are based on the assumption that the retirement of the Preferred Stock will become effective at the opening of business April 19, 1963. Should there be any change in the retirement date, all dates will change accordingly. The shares of Class A Preferred Stock and the shares of Class B Preferred Stock held in the Treasury of the Company shall be automatically retired upon filing of the certificate of retirement. The excess of the aggregate principal amount of said Debentures issued and cash paid (other than interest) over the total par amount of the Class A Preferred Stock and the Class B Preferred Stock retired, plus the amount of cash paid in lieu of accrued dividends on both classes of retired stock, shall be charged to the Company's earned surplus; further

"RESOLVED, that, in the event that said proposal shall receive the favorable vote of two-thirds in interest of the outstanding shares of each class of stock (excluding the shares of each class of stock held in the Treasury of the Company), Article IV of the Certificate of Organization of the Company, as amended, shall be further amended so that it shall read as follows:

IV. The total authorized capital stock of the corporation is one hundred million dollars (\$100,000,000) divided into twenty million (20,000,000) shares of common stock of the par value of five dollars (\$5) each.

Except as otherwise provided by law, at all meetings and for all purposes, each share of common stock of the par value of



Five dollars (\$5) each shall be entitled to one (1) vote. From time to time the common stock may be issued in such amounts and proportions and for such consideration as shall be determined by the Board of Directors and permitted by law.

The amount with which the corporation shall commence business shall be twenty-nine million eight hundred and nine thousand four hundred dollars (\$29,809,400), divided into two hundred and ninety-eight thousand and ninety-four (298,094) shares of the par value of one hundred dollars (\$100) each."

6. That thereafter on the 13th day of April, 1963, pursuant to written notice given to every stockholder, as provided in resolutions of the Board of Directors and the By-Laws of the Corporation, the annual meeting of stockholders of the Corporation was held, at which meeting more than two-thirds in interest of each class of stockholders having voting powers were present in person or represented at said meeting, and that more than two-thirds in interest of the holders of Class A Preferred Stock, more than two-thirds in interest of the holders of Class B Preferred Stock and more than two-thirds in interest of the holders of Common Stock voted in favor of the elimination of this Corporation's 250,000 shares of authorized Class A Preferred Stock and 250,000 shares of authorized Class B Preferred Stock and the decrease in capital of this Corporation by the aggregate par value of the 243,676 shares of said Class A Preferred Stock and 103,277 shares of said Class B Preferred Stock issued and outstanding in the manner and subject to the terms and conditions set forth in said resolution of the Board of Directors declaring said retirement and decrease advisable. That at said meeting.

more than two-thirds in interest of the holders of Class A Preferred Stock, more than two-thirds in interest of the holders of Class B Preferred Stock and more than two-thirds in interest of the holders of the Common Stock of the Corporation voted in favor of the amendment of this Corporation's Certificate of Organization as heretofore amended to effect said retirement of said Class A Preferred Stock and said Class B Preferred Stock, and said decrease in capital, as deemed and declared advisable in said resolutions of the Board of Directors.

IN WITNESS WHEREOF, said National Lead Company has caused this certificate to be signed by its President and its Secretary and its corporate seal to be hereunto affixed this 18th day of April, 1963.

NATIONAL LEAD COMPANY

By [Signature]  
President

By [Signature]  
Secretary

Signed, Sealed and Delivered  
in the presence of and attested  
by:

[Signature]

STATE OF NEW YORK  
COUNTY OF NEW YORK

ss.:

BE IT REMEMBERED, that on this 18th day of April, One thousand Nine Hundred and Sixty-three, in the County and State aforesaid, before me, the subscriber, a Notary Public authorized to take acknowledgements and proofs in said County and State, personally appeared JOHN B. HENRICH, who, being by me duly sworn according to law on his oath to depose and say that he is the Secretary of National Lead Company, the Corporation in the foregoing certificate named; that he well knows the corporate seal of the said Corporation; that the seal affixed to said certificate is the seal of said Corporation and that the seal was so affixed and said certificate signed and delivered pursuant to a vote of the Board of Directors of said Corporation and the vote of more than two-thirds in interest of each class of stockholders having voting powers by order of J. A. Martino, who was at the time of the execution thereof, the President of said Corporation; that he saw said seal affixed and said J. A. Martino deliver the said certificate and heard him declare that he signed, set to and delivered the same as the voluntary act and deed of the said Corporation, pursuant to said authority of said Board of Directors and of the stockholders of the Corporation for the uses and purposes therein expressed and that this deponent signed his name thereto at the same time as Secretary of the Corporation, in accordance with the provisions of the statute in such case made and provided.

And he further says that the resolutions of the Board of Directors referred to and incorporated in said certificate, were adopted at a regular meeting of said Board of Directors, duly convened and held on the 26th day of February, 1963 at which a quorum was present and acting throughout.

He further says that said annual meeting of stockholders called upon notice as in said certificate recited, was duly held on the 18th day of April, 1963, and that at such stockholders' meeting more than two-thirds in interest of each class of stockholders having voting powers were present in person or represented at said meeting and more than two-thirds in interest of each class of stockholders having voting powers voted in favor of the retirement of the authorized Class A Preferred Stock consisting of 250,000 shares of which 243,676 shares are presently issued and outstanding and the authorized Class B Preferred Stock consisting of 250,000 shares of which 103,277 shares are presently issued and outstanding, in the manner and upon the terms and conditions provided in said resolutions, of the Board of Directors set forth in said certificate; and that more than two-thirds in interest of each class of stockholders having voting powers voted in favor of the amendment to the Certificate of Organization of the Corporation as heretofore amended as declared advisable

by the Board of Directors in said resolution.

Sworn to and subscribed before  
me, a Notary Public in and for  
the County of New York, in the  
State of New York in said County  
and State this 18th day of April,  
1963.

*Thomas A. Wizenik*  
Notary Public in and for the  
County of New York in the  
State of New York.

THOMAS A. WIZENIK  
NOTARY PUBLIC, STATE OF NEW YORK  
11-237-2111  
Qualified in New York County  
Certificate No. 12111, expires  
Commission Expires March 30, 1965

ENDORSED  
FILED AND RECORDED  
APR 18 1963

ROBERT J. BURGHART  
Secretary of State

# State of New Jersey

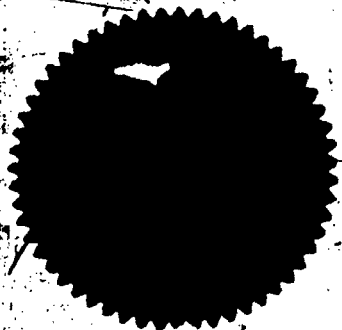


## Department of State

I, the Secretary of State of the State  
of New Jersey, do hereby Certify that the foregoing is a true  
copy of Certificate of Retirement of Class A Preferred Stock and Class B Preferred  
Stock and Decrease of Capital and Amendment of the Certificate of Organization of  
NATIONAL LEAD COMPANY

and the endorsements thereon;  
as the same is taken from and compared with the original filed  
in my office on the Eighteenth day of April A.D.  
1963, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto  
set my hand and affixed my Official  
Seal at Trenton, this Eighteenth  
day of April A.D. 1963.



Robert H. Hendrickson  
Secretary of State

F33709

Certified Copy  
of

CHANGE IN  
CAPITAL STOCK

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF National Loan Company

**FOREIGN**

FILED in the office of the Secretary of  
State, of the State of Colorado, on the  
22nd day of April A.D. 1963  
BYRON A. ANDERSON  
Secretary of State

Filing Clerk, Resident Fee \$10.00  
Old Age Pension Fund

This document has been inspected  
and properly Entered on the Re-  
cord. The Tax Assessment

OK

Date April 25, 1963

Work

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF ORGANIZATION  
OF  
NATIONAL LEAD COMPANY

The location of the principal office in this State is at the Foot of Chevalier Avenue, in the City of Sayreville, County of Middlesex, State of New Jersey (Mailing Address: P.O. Box 58, South Amboy, New Jersey 08879).

The name of the agent therein and in charge thereof upon whom process against this corporation may be served, is Walter G. Moran.

The Board of Directors of National Lead Company a corporation of New Jersey, at a meeting held on the 27th day of February A. D. 1968, adopted resolutions declaring it advisable that the certificate of organization be amended, which resolutions read as follows:

"WHEREAS, this Board believes it to be in the best interest of the Company that the authorized capital stock of the Company be increased to thirty-five million (35,000,000) shares, divided into thirty million (30,000,000) shares of common stock of the par value of Five Dollars (\$5.00) each, and five million (5,000,000) shares of preferred stock without par value, in order to provide for expansion of the business of the Company, and for other corporate purposes,



"RESOLVED, That the two next succeeding resolutions of this Board be submitted to the stockholders of the corporation to take action thereon at the annual meeting of said stockholders appointed to be held on April 18, 1968; further

"RESOLVED, That, subject to the favorable vote of two-thirds in interest of the outstanding shares of common stock of the corporation (excluding the shares of such common stock held in the Treasury of the corporation), Article IV of the Certificate of Organization of the corporation, as amended, shall be further amended so that it shall read as follows:

"IV. The total authorized capital stock of the corporation is thirty-five million (35,000,000) shares, of which thirty million (30,000,000) shares shall be shares of Common Stock (hereinafter called the Common Stock) of the par value of \$5.00 each, and five million (5,000,000) shares shall be Preferred Stock (hereinafter called the Preferred Stock) without par value.

"Except as otherwise provided by law, at all meetings and for all purposes each share of Common Stock shall be entitled to one (1) vote and each share of Preferred Stock shall be entitled to one (1) vote, and, in addition, each share of Preferred Stock shall be entitled to vote as set forth below in Section 4(g) and (h) of this Article IV. From time to time the Common Stock and the Preferred Stock may be issued in such amounts and proportions and for such consideration as shall be determined by the Board of Directors and permitted by law.

"The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of each class of stock of the corporation which are fixed by this Certificate of Organization, and the express grant of authority to the Board of Directors to fix by resolution or

resolutions the designations, and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock which are not fixed by this Certificate of Organization, are as follows:

"1. The Preferred Stock shall be entitled to limited preferential dividends and to a fixed amount upon any liquidation or dissolution or winding up or distribution of assets of the corporation, as determined by resolution or resolutions of the Board of Directors.

"2. The Preferred Stock may be issued from time to time in any amount, not exceeding in the aggregate, including all shares theretofore issued and then outstanding of any and all series thereof, the total number of shares of the Preferred Stock hereinabove authorized, as Preferred Stock of one or more series, as hereinafter provided. All shares of any one series of the Preferred Stock shall be identical in all respects, each series thereof shall be distinctively designated by letter or descriptive words and, except as permitted by the provisions of this Article IV, all series of the Preferred Stock shall rank equally and be identical in all respects.

"3. Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock as Preferred Stock of any series and in connection with the creation of each such series to fix by the resolution or resolutions providing for the issue of shares thereof the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of such series, to the full extent now or hereafter permitted by the laws of the State of New Jersey, in respect of the matters set forth in the following subdivisions (a) to (e), inclusive:

- (a) The dividend rate of such series;
- (b) The terms upon which the shares of such series may be redeemed;
- (c) The amount which shall be paid to the holders of the shares of such series in the event of any liquidation or dissolution or winding up or distribution of assets of the corporation;
- (d) The terms or amount of any sinking fund provided for the purchase or redemption of the shares of such series; and
- (e) The terms upon which the holders of the shares of such series may convert the same into stock of any other class or classes or of any one or more series of the same class or of another class or classes.

" 4. The powers, preferences and rights, and the qualifications, limitations and restrictions thereof, applicable to the Preferred Stock of all series are as follows:

- (a) Out of the surplus or net profits of the corporation legally available for dividends the holders of the Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors, dividends at the per annum rate determined as in this Article IV provided for such series, and no more, payable quarterly in March, June, September and December in each year (each such quarterly period being hereinafter called a dividend period), in each case from the date of accumulation, as hereinafter in subdivision (e) of this Section 4 defined, of such series (provided, however, that, if the date of accumulation of such series shall be a date less than thirty (30) days prior to a dividend date,

the dividend that would otherwise be payable on such dividend date will be payable on the next succeeding dividend date), before any sum or sums shall be set aside pursuant to subdivisions (b) or (f) of this Section 4 for the purchase or redemption of Preferred Stock of any series and before any dividend shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, or any payment shall be made on account of the purchase of, the Common Stock; and such dividends upon the Preferred Stock shall be cumulative (whether or not in any dividend period or periods there shall be surplus or net profits of the corporation legally available for the payment of such dividends), so that, if at any time dividends upon the outstanding Preferred Stock of all series at the respective per annum rates determined as hereinabove specified for such series from the date of cumulation of each such series to the end of the then current dividend period shall not have been paid or declared and a sum sufficient for the payment thereof set apart for such payment, the amount of the deficiency shall be fully paid, but without interest, or dividends in such amount declared on each such series and a sum sufficient for the payment thereof set apart for such payment, before any sum or sums shall be set aside pursuant to subdivisions (b) or (f) of this Section 4 for the purchase or redemption of Preferred Stock of any series and before any dividend shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, or any payment shall be made on account of the purchase of, the Common Stock.

All dividends declared on the Preferred Stock for any dividend period shall be declared pro rata so that the amounts of dividends per share declared for such period on the Preferred Stock of different series that were outstanding during such period shall in all cases bear to each other the same proportions that the respective dividend rates of such series for such period bear to each other.

(b) Out of any surplus or net profits of the corporation legally available for dividends remaining after full cumulative dividends upon the Preferred Stock of all series then outstanding shall have been paid for all past dividend periods, and after or concurrently with making payment of, or declaring and setting apart for payment, full dividends on the Preferred Stock of all series then outstanding to the end of the then current dividend period and before any dividends shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, or any payment shall be made on account of the purchase of, the Common Stock, the corporation shall set aside on its books when and as required, in respect of each series of the Preferred Stock any shares of which shall at the time be outstanding and in respect of which a sinking fund or purchase fund for the redemption or purchase thereof has been provided for in the resolutions providing for the issue of such shares, the sum or sums required by the terms of such resolution or resolutions as a sinking fund or purchase fund to be applied in the manner specified above.

(c) Out of any surplus or net profits of the corporation legally available for dividends remaining after full cumulative dividends upon the Preferred Stock of all series then outstanding shall have been paid for all past dividend periods, and after or concurrently with making payment of, or declaring and setting apart for payment, full dividends on the Preferred Stock of all series then outstanding to the end of the then current dividend period and after the corporation shall have complied with the provisions of the foregoing subdivision (b) of this Section 4 in respect of any and all amounts then or therefore required to be set aside or applied in respect of any sinking fund or purchase fund mentioned in said subdivision (b) and shall have made provision for compliance with said subdivision (b) in respect of the current sinking fund or purchase fund period for each series of Preferred Stock then outstanding and entitled to the benefit of a sinking fund or purchase fund, then and not otherwise, the holders of the Common Stock shall, subject to the provisions hereof, be entitled to receive such dividends as may from time to time be declared by the Board of Directors.

(d) The Preferred Stock of all series shall be preferred over the Common Stock as to assets in the event of any liquidation or dissolution or winding up or distribution of assets of the corporation, and in that event the holders of the Preferred Stock of each series shall be entitled to receive, out of the assets of the corporation available for distribution to its stockholders, an amount determined as provided in this Article IV for every share of their holdings of the Preferred Stock of such series before any distribution of the assets shall be made to the holders of the Common Stock; if

in the event of any such liquidation or dissolution or winding up or distribution of assets the holders of all series of the Preferred Stock shall have received all the amounts to which they shall be entitled as aforesaid, the holders of the Common Stock shall be entitled, to the exclusion of the holders of the Preferred Stock of all series, to share ratably in all the assets of the corporation available for distribution to the stockholders then remaining according to the number of shares of the Common Stock held by them respectively. If upon any liquidation or dissolution or winding up or distribution of assets of the corporation the amounts payable on or with respect to the Preferred Stock of all series are not paid in full, the holders of shares of the Preferred Stock of all series shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to the Preferred Stock of all series were paid in full.

- (e) The term 'date of cumulation' as used in this Article IV with reference to the Preferred Stock of any series shall be deemed to mean the date on which shares of the Preferred Stock of such series are first issued.

In the event of the issue of additional shares of the Preferred Stock of any then existing series, all dividends paid on the Preferred Stock of such series prior to the issue of such additional shares, and all dividends declared and payable to holders of record of the Preferred Stock of such series on any date prior to the issue of such additional shares, shall be deemed to have been paid on such additional shares.

(1) All the preferred stock, or any part of any series thereof, at any time outstanding may be redeemed by the corporation (except as otherwise provided by the Board of Directors in accordance with Section 3 of this Article IV) at its election expressed by resolution of the Board of Directors, upon not less than thirty (30) days previous notice to the holders of record of the Preferred Stock to be redeemed, given by mail or by publication in such manner as may be prescribed by resolution of the Board of Directors, at the applicable redemption price, determined as provided in this Article IV, of the Preferred Stock to be redeemed; provided, however, that Preferred Stock may be redeemed only after full cumulative dividends upon the Preferred Stock of all series then outstanding shall have been paid for all past dividend periods, and after or concurrently with making payment of, or declaring or setting apart for payment, full dividends on the Preferred Stock of all series then outstanding (except the shares of the Preferred Stock to be redeemed) to the end of the current dividend period. If less than all the outstanding Preferred Stock of any series is to be redeemed, the redemption may be made either by lot or pro rata or in such fair and equitable manner as may be prescribed by resolution of the Board of Directors.) From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the corporation in providing moneys for the payment of the redemption price pursuant to such notice), or, if the corporation shall so elect, from and after a date (hereinafter called the date of deposit), prior to the date



fixed as the date of redemption, on which the corporation shall provide moneys for the payment of the redemption price by depositing the amount thereof for account of the holders of the Preferred Stock entitled thereto with a bank or trust company doing business in the Borough of Manhattan, in The City of New York, and having capital and surplus of at least ten million dollars (\$10,000,000) pursuant to notice of such election included in the notice of redemption specifying the date on which such deposit will be made, all dividends on the Preferred Stock called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the corporation, except the right to receive the redemption price as hereinafter provided and, in the case of such deposit, any conversion rights not theretofore expired, shall cease and terminate. After the deposit of such amount with such bank or trust company, the respective holders of record of the Preferred Stock to be redeemed shall be entitled to receive the redemption price at any time upon actual delivery to such bank or trust company of certificates for the number of shares to be redeemed, duly endorsed in blank or accompanied by proper instruments of assignment and transfer thereof duly endorsed in blank. Any moneys so deposited which shall remain unclaimed by the holders of such Preferred Stock at the end of six (6) years after the redemption date, together with any interest thereon which shall be allowed by the bank or trust company with which the deposit shall have been made, shall be paid by such bank or trust company to the corporation. Preferred Stock

redeemed pursuant to the provisions of this subdivision shall have the status of authorized but unissued Preferred Stock.

- (g) If at the time of any annual meeting of stockholders of the corporation for the election of directors a default in preference dividends, as the term 'default in preference dividends' is hereinafter defined, shall exist, the holders of the Preferred Stock, voting separately as a class and without regard to series, shall have the right to elect two members of the Board of Directors. Whenever a default in preference dividends shall commence to exist, the corporation, upon written request of the holders of 5% or more of the outstanding shares of Preferred Stock, shall call a special meeting of the holders of the Preferred Stock, such special meeting or meetings to be held within 120 days after the date on which such request is received by the corporation for the purpose of enabling such holders to elect members of the Board of Directors as provided above; provided, however, that such special meeting need not be called if an annual meeting of stockholders of the corporation for the election of directors shall be scheduled to be held within such 120 days; and provided further that in lieu of any such special meeting, the election of the directors to be elected thereat may be effected by the written consent of the holders of a majority of the outstanding shares that would be entitled to be voted at such special meeting. Prior to any such annual or special meeting or meetings, the number of

directors of the corporation shall be increased to the extent necessary to provide ~~an~~ additional places on the Board of Directors the directorships to be filled by the directors to be elected thereat. Any director elected ~~as~~ aforesaid by the holders of shares of the Preferred Stock shall cease to serve as such director whenever a default in preference dividends shall cease to exist. If, prior to the end of the term of any director, a vacancy in the office of such director shall occur by reason of death, resignation, disqualification, or other cause, such vacancy shall be filled for the unexpired term in the manner provided in the By-Laws; provided, however, that if such vacancy shall be filled by election by the stockholders at a meeting thereof, the right to fill such vacancy shall be vested in the holders of that class or those classes of stock which elected the director, the vacancy in the office of whom is so to be filled, unless such director was elected ~~as~~ aforesaid by the holders of the Preferred Stock alone and no default in preference dividends shall exist at the time of such election. For the purposes of this subdivision (g), a 'default in preference dividends' shall be deemed to have occurred whenever the amount of dividends in arrears upon any series of the Preferred Stock shall be equivalent to six full quarter-yearly dividends or more, and, having so occurred, such default in preference dividends shall be deemed to exist thereafter until, but only until, all dividends in arrears on all shares of the Preferred Stock then outstanding, of each and every series, shall have been paid. The term 'dividends in arrears' whenever

used in this subdivision (g) with reference to the Preferred Stock of any series shall be deemed to mean (whether or not in any dividend period in respect of which such term is used there shall have been surplus or net profits of the corporation legally available for the payment of dividends) that amount which shall be equal to cumulative dividends at the rate expressed in the certificates for the Preferred Stock of such series for all past quarterly dividend periods less the amount of all dividends paid, or deemed paid, for all such periods upon such Preferred Stock. Nothing herein contained shall be deemed to prevent an increase in the number of directors of the corporation pursuant to its By-Laws as from time to time in effect so as to provide as additional places on the Board of Directors the directorships to be filled by the directors so to be elected by the holders of the Preferred Stock, or to prevent any other change in the number of the directors of the corporation.

(h) So long as any shares of the Preferred Stock of any series shall be outstanding,

(1) the corporation shall not, without the affirmative vote or written consent of the holders of two-thirds of the aggregate number of shares of the Preferred Stock of all series at the time outstanding, considered as a class without regard to series,

(A) alter or change the powers, preferences or rights given to the Preferred Stock by this Certificate of Organization, so as to affect the Preferred Stock adversely, or

(B) authorize or create any class of stock ranking, either as to payment of dividends or distribution of assets, prior to the Preferred Stock; and

(11) the corporation shall not, without the affirmative vote or written consent of the holders of a majority of the aggregate number of shares of the Preferred Stock of all series at the time outstanding, considered as a class without regard to series, increase the authorized amount of the Preferred Stock or authorize or create any class of stock ranking, either as to payment of dividends or distribution of assets, on a parity with the Preferred Stock. No holder of any shares of the Preferred Stock of any series shall, by reason of his holding shares of such Preferred Stock, have any preemptive or preferential right to subscribe for or to purchase (a) any shares of any class of capital stock of the corporation which the corporation may hereafter issue or sell, (b) any obligations of the corporation which are convertible into or exchangeable for shares of any class of capital stock of the corporation, (c) any shares of capital stock or obligations or other securities of any subsidiary of the corporation which are convertible into or exchangeable for shares of any class of capital stock of the corporation, or (d) any warrants or options which the corporation or any subsidiary of the corporation may hereafter issue or sell which confer upon the holder thereof the right to subscribe for or purchase from the corporation shares of any class of capital stock of the corporation.

"The amount with which the corporation shall commence business shall be twenty-nine million eight hundred and nine thousand four hundred dollars (\$29,809,400), divided into two hundred and ninety-eight thousand and ninety-four (298,094) shares of the par value of one hundred dollars (\$100) each."

and called a meeting of the stockholders, to take action upon the amendment.

CERTIFICATE OF CHANGE

NATIONAL LEAD COMPANY,

a corporation of New Jersey, doth hereby certify that it has amended its certificate of organization in the manner and respects set forth above, said amendment having been declared by resolutions of the board of directors of said corporation (above recited) to be advisable, and having been duly and regularly assented to by vote of two-thirds in interest of each class of stockholders having voting powers, at a meeting duly called by the board of directors for that purpose.

IN WITNESS WHEREOF, said corporation has made this certificate under its seal and the hands of its President and Secretary, the 18th day of April A.D. 1968.

(CORPORATE SEAL)

John B. Smith President  
Thomas A. Miller Secretary

Attest:

Thomas A. Miller  
Secretary

STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss.:  
}

BE IT REMEMBERED, that on this 18th day of April A.D. 1968 before me, the subscriber, a Notary Public in the State of New York, personally appeared Thomas P. Mesick, Secretary of National Lead Company, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporation certificate is the corporate seal of said corporation; that John B. Henrich is President of said corporation; that he saw said John B. Henrich as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said Thomas P. Mesick, Secretary signed his name thereto as subscribing witness.

Subscribed and sworn to before me the day and year aforesaid.

*John J. Lawton*

JOHN J. LAWTON  
Notary Public, State of New York  
No. 62-104669  
Qualified in Seneca County  
Gen. Exp. in New York County  
Commission expires March 24, 1970

RECORDED  
FILED AND INDEXED

APR 22 1968

Notary at State

# State of New Jersey

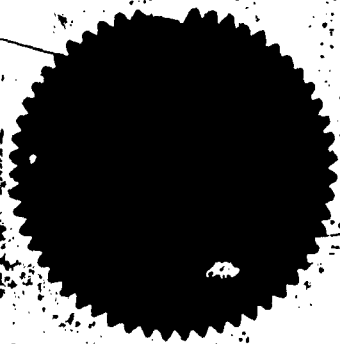


## Department of State

I, the Secretary of State of the State  
of New Jersey, do hereby Certify that the foregoing is a true  
copy of Certificate of Amendment of Certificate of Incorporation of NATIONAL  
LEAD COMPANY

\_\_\_\_\_ and the endorsements thereon,  
as the same is taken from and compared with the original filed  
in my office on the 22nd day of April A.D.  
1968, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto  
set my hand and affixed my Official  
Seal at Trenton, this 22nd  
day of May A.D. 1968



Robert B. Burkhart

Secretary of State



741339

Certified Copy  
of

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF NATIONAL LEAD COMPANY

CHANGE IN  
CAPITAL STOCK

**FOREIGN**

FILED in the office of the Secretary of  
State, of the State of Colorado, on the  
24th day of May, A.D. 1968  
BYRON A. ANDERSON  
Secretary of State

Filing Clerk: KYV Fee \$10.00  
Old Age Pension Fund

This document has been inspected  
and approved on the Re-  
cords of The Post Tax Department

OK m

Date: May 29, 1968

*[Signature]* Clerk

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF ORGANIZATION  
OF  
NATIONAL LEAD COMPANY

The location of the principal office in this State is at the Foot of Chevalier Avenue, in the City of Sayreville, County of Middlesex, State of New Jersey (Mailing Address: P.O. Box 58, South Amboy, New Jersey 08879).

The name of the agent therein and in charge thereof upon whom process against this corporation may be served, is Ernest A. Strassner.

The Board of Directors of National Lead Company, a corporation of New Jersey, at a meeting held on the 28th day of January A.D., 1969, adopted resolutions declaring it advisable that the certificate of organization be amended, which resolutions read as follows:

WHEREAS, this Board believes it to be in the best interest of the Company that the Common Stock of the Company be split on a two-for-one basis, subject to the adoption by the stockholders of a resolution hereinafter set forth, by doubling the number of shares of Common Stock of the Company issued and outstanding (including shares held in the Treasury of the Company) and reducing the par value of each share by one-half, in order to broaden the public interest in the Company's shares and improve their marketability,

RESOLVED, That this Board approves the amendment of Article IV of the Certificate of Organization of the Company, as heretofore amended, as set forth in section (b) of the second succeeding resolution of this Board; further

RESOLVED, That the next succeeding resolution of this Board be submitted to the stockholders of the Company to take action thereon at the annual meeting of said stockholders appointed to be held on April 17, 1969; further

RESOLVED, That:

a) each share of Common Stock of the Company with a par value of \$5.00 per share issued and outstanding (including shares held in the Treasury of the Company), be changed, when the Amendment of the Certificate of Organization of the Company set forth in (b) below becomes effective, into two shares with a par value of \$2.50 per share; and

b) the first paragraph of Article IV of the Certificate of Organization of the Company, as amended, be further amended so that it shall read as follows:

"IV. The total authorized capital stock of the corporation is sixty-five million (65,000,000) shares, of which sixty million (60,000,000) shares shall be shares of Common Stock (hereinafter called the Common Stock) of the par value of \$2.50 each, and five million (5,000,000) shares shall be Preferred Stock (hereinafter called the Preferred Stock) without par value."

and called a meeting of the stockholders, to take action upon the amendment.

The Board of Directors of National Lead Company, a corporation of New Jersey, at a meeting held on the 25th day of February A.D., 1969, adopted resolutions declaring it advisable that the certificate of organization be further amended, which resolutions read as follows:

WHEREAS, The Board deems it advisable and in the best interest of the Company to submit to the stockholders for their approval a resolution by which the corporation adopts the majority voting requirements applicable to a proposed plan of merger or plan of consolidation, approved by the Board, in accordance with which requirements such plan shall be

approved upon receiving the affirmative vote of a majority of the votes cast by the holders of shares of the corporation entitled to vote thereon, and, in addition; if any class or series is entitled to vote thereon as a class, the affirmative vote of a majority of the votes cast in each class vote; and

WHEREAS, The Board also deems it advisable and in the best interest of the Company to submit to the stockholders for their approval a resolution by which the corporation adopts the majority voting requirements applicable to a sale, lease, exchange or other disposition of all, or substantially all, the assets of the corporation, if not in the usual and regular course of business as conducted by the corporation, recommended by the Board, in accordance with which requirements such sale, lease, exchange or other disposition of all or substantially all, the assets of the corporation, if not in the usual and regular course of business as conducted by the corporation, by receiving the affirmative vote of a majority of the votes cast by the holders of shares of the corporation entitled to vote thereon, and, in addition, if any class or series is entitled to vote thereon as a class, the affirmative vote of a majority of the votes cast in each class vote;

NOW, THEREFORE, upon motion duly made, seconded and unanimously carried, it was

RESOLVED, That this Board approves the amendment of Article VII of the Certificate of Organization of the Company, as set forth in the second succeeding resolution of this Board; and it is further

RESOLVED, That the next succeeding resolution of this Board be submitted to the stockholders of the Company to take action thereon at the annual meeting of said stockholders appointed to be held on April 17, 1969; and it is further

RESOLVED, That

Article VII of the Certificate of Organization of the Company be amended by incorporating therein and adding thereto immediately following the first paragraph of said Article VII the following paragraphs:

"A plan of merger or a plan of consolidation approved by the Board of Directors and submitted to a vote

of the stockholders of the corporation at a meeting at which action is to be taken on any such plan, shall be approved upon receiving the affirmative vote of a majority of the votes cast by the holders of shares of the corporation entitled to vote thereon, and, in addition, if any class or series of shares is entitled to vote thereon as a class, the affirmative vote of a majority of the votes cast in each class vote.

"A sale, lease, exchange, or other disposition of all, or substantially all, the assets of the corporation, if not in the usual and regular course of business as conducted by the corporation, recommended by the Board of Directors and submitted to a vote of the stockholders of the corporation at a meeting at which action is to be taken thereon, shall be approved upon receiving the affirmative vote of a majority of the votes cast by the holders of shares of the corporation entitled to vote thereon, and, in addition, if any class or series of shares is entitled to vote thereon as a class, the affirmative vote of a majority of the votes cast in each class vote."

CERTIFICATE OF CHANGE

NATIONAL LEAD COMPANY,

a corporation of New Jersey, doth hereby certify that it has amended its certificate of organization in the manner and respects set forth above, said amendments having been declared by resolutions of the board of directors of said corporation (above recited) to be advisable, and having been duly and regularly assented to by vote of two-thirds in interest of each class of stockholders having voting powers, at a meeting duly called by the board of directors.

IN WITNESS WHEREOF, said corporation has made this certificate under its seal and the hands of its President and Secretary, the 17th day of April A.D., 1969.

[CORPORATE SEAL]

John B. Hume  
President  
Thomas A. Hume  
Secretary


Attest:

Thomas A. Hume  
Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss.:  
)

BE IT REMEMBERED, that on this 17th day of April A.D., 1969, before me, the subscriber, a Notary Public in the State of New York, personally appeared Thomas P. Mesick, Secretary of National Lead Company, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporation's certificate is the corporate seal of said corporation; that John B. Henrich is President of said corporation; that he saw said John B. Henrich as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said Thomas P. Mesick, Secretary, signed his name thereto as subscribing witness.

Subscribed and sworn to before me the day and year aforesaid.



JOHN J. LAWTON  
Notary Public, State of New York  
No. 62-744800  
Qualified in Dutchess County  
Term filed in New York County  
Commission expires March 24, 1979

State of New Jersey



Department of State

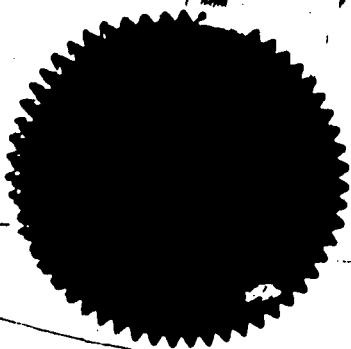
I, the Secretary of State of the State  
of New Jersey, do hereby Certify that the foregoing is a true  
copy of Certificate of Amendment of "NATIONAL LEAD COMPANY"

\_\_\_\_\_ and the endorsement thereon,  
as the same is taken from and compared with the original filed  
in my office on the 18th day of April A.D.  
1969, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto  
set my hand and affixed my Official  
Seal at Trenton, this  
day of April A.D.

Robert Burchhardt

Secretary of State





P43452

Certified Copy

of  
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF National Lead Company

CHANGE IN  
CAPITAL STOCK

FOREIGN

FILED in the office of the Secretary of  
State, of the State of Colorado, on the  
7th day of May A.D. 1969  
BYRON A. ANDERSON  
Secretary of State

Filing Clerk. PRIMATIVE Fee \$10.00  
Old Age Pension Fund

This document has been inspected  
and properly Entered on the Re-  
cords of The Flat Tax Department.

Date May 21 1969 OK  
William H. Hoff Clerk

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MAY 21 1969

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CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF ORGANIZATION OF  
NL INDUSTRIES, INC.

I, Vincent R. McLean, Vice President of NL Industries, Inc. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of New Jersey, in accordance with the provisions of Section 14A:9-4 of the New Jersey Business Corporation Act, do hereby certify:

1. The name of the Corporation is NL Industries, Inc.
2. The following amendment to the Certificate of Organization was approved by the Board of Directors of the Corporation and thereafter duly adopted by the shareholders of the Corporation at the annual meeting of shareholders held on the 22nd day of April, 1981:

RESOLVED, that the Board of Directors of NL Industries, Inc. (the "corporation") hereby declares it to be advisable and does hereby approve a further amendment of the Certificate of Organization of the corporation, as heretofore amended;

1. To increase the number and reduce the par value of the authorized shares of common stock of the corporation from 60,000,000 shares of common stock of the par value of \$2.50 each to 150,000,000 shares of common stock of the par value of \$1.25 each, so that the first paragraph of Article IV of the Certificate of Organization, as heretofore amended, shall be amended to read in full as follows:

"IV. The total authorized capital stock of the corporation is one hundred fifty-five million (155,000,000) shares, of which one hundred fifty million (150,000,000) shares shall be Common Stock (hereinafter called the Common Stock) of the par value of \$1.25 each, and five million (5,000,000) shares shall be Preferred Stock (hereinafter called the Preferred Stock) without par value."

2. To convert each issued share of common stock of the corporation of the par value of \$2.50 each, including any shares held in the treasury of the corporation, into two shares of common stock of the par value of \$1.25 each. Each certificate representing one or more shares of said common stock of the par value of \$2.50 each which shall be issued and outstanding or held in the treasury of the corporation immediately prior to the taking effect of said amendment shall upon and after the taking effect thereof represent the same number of shares of common stock of the par value of \$1.25 each and the corporation shall issue to or on the order of each holder of record for each one of

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the shares of said common stock then held of record at the close of business on the day of filing of such amendment by such holder or held in the treasury of the corporation a certificate or certificates representing one additional share of the common stock of the par value of \$1.25 each.

3. That at such meeting the number of shares entitled to vote upon the foregoing amendment was 33,189,834 shares of the Corporation's common stock.

4. That at such meeting, 23,513,206 shares of the Corporation's common stock were voted for such amendment and 131,166 shares of the Corporation's common stock were voted against such amendment.

IN WITNESS WHEREOF, said NL Industries, Inc. has caused this Certificate of Amendment to be signed by Vincent R. McLean, as Vice President this 4th day of May, 1981.

NL INDUSTRIES, INC.

By *Vincent R. McLean*  
Vincent R. McLean,  
Vice President

Attest:

By *John T. Rafferty*  
John T. Rafferty,  
Assistant Secretary

FILED and RECORDED

MAY 4 1981

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SECRETARY OF STATE

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FOREIGN

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MAY 8 1983

CERTIFICATE OF AMENDMENT OF THE

JANE BURGIO

CERTIFICATE OF ORGANIZATION OF

Secretary of State

NL INDUSTRIES, INC.

NL Industries, Inc. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of New Jersey, in accordance with the provisions of Section 14A:9-4 of the New Jersey Business Corporation Act, does hereby certify:

1. The name of the Corporation is NL Industries, Inc.
2. The following amendments to the Certificate of Organization were approved by the Board of Directors of the Corporation and thereafter duly adopted by the shareholders of the Corporation at the annual meeting of shareholders held on the 27th day of April, 1983:

Amendments Providing for the Addition  
of Article VIII and Article IX and  
Deletions from Article VII

#### ARTICLE VIII

Number, Election and Terms. Except as otherwise fixed by or pursuant to the provisions of Article IV hereof relating to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, the number of the directors of the Corporation shall be not less than seven nor more than 17 persons. The exact number of directors within the minimum and maximum limitations specified in the first sentence of this Article VIII shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors. The Directors, other than those who may be elected by the holders of shares of a series of Preferred Stock pursuant to the terms of the resolution or resolutions providing for the issue of such series of shares adopted by the Board of Directors or by the holders of any other class or series of capital stock of the Corporation (other than Common Stock) which is then outstanding, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal

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in number as possible: One class to be originally elected for a term of one year; another class to be originally elected for a term of two years; and another class to be originally elected for a term of three years, each class to hold office until its successors are elected. At each annual meeting, the date of which shall be fixed by the by-laws, the successors of the class of directors whose term expires in that year shall be elected to hold office for the term of three years.

Newly Created Directorships and Vacancies. Except as otherwise fixed by or pursuant to the provisions of Article IV hereof relating to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, newly created directorships resulting from any increase in the number of directors may be filled by the Board of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, retirement, removal or other cause may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board, or by a sole remaining director. Any director chosen in accordance with the preceding sentences in this paragraph shall hold office until the next succeeding annual meeting of shareholders and until his successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Removal. Subject to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, any director, or the entire Board of Directors, may be removed from office at any time by shareholders, with or without cause, only by the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote for the election of directors.

Amendment or Repeal. Notwithstanding any other provision of law, this Certificate of Organization or the by-laws and in addition to any affirmative vote of the holders of Preferred Stock or any other class of capital stock of the Corporation or any series of any of the foregoing then outstanding which is required by law or by or pursuant to this

Certificate, the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote thereon shall be required to amend or repeal this Article VIII or Article III of the by-laws.

#### ARTICLE IX

Subject to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of shareholders of the Corporation and may not be effected by any consent in writing by such shareholders unless all the shareholders entitled to vote thereon consent thereto in writing. Except as otherwise required by law and subject to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, special meetings of shareholders of the Corporation may be called only by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, or by the Chairman of the Board, the President or the Executive Committee of the Board of Directors. Notwithstanding any other provision of law, this Certificate of Organization or the by-laws, and in addition to any affirmative vote of the holder of Preferred Stock or any other class of capital stock of the Corporation or any series of any of the foregoing then outstanding which is required by law or by or pursuant to this Certificate, the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote thereon shall be required to amend or repeal this Article IX or the second paragraph of Article II of the by-laws.

#### Deletions

The fourth and fifth paragraphs of Article VII of the Certificate, which presently read as set forth below, shall be deleted in their entirety:

"Except as otherwise fixed by or pursuant to Article IV hereof, the number of the Directors of the company shall be thirteen, but may be increased or diminished by amendment to

the by-laws as therein provided. The Directors shall be classified in respect to the time for which they shall severally hold office, into three classes. One class to be originally elected for a term of one year. Another class to be originally elected for a term of two years, and another class to be originally elected for a term of three years, each class to hold office until its successors are elected. At each annual meeting, the date of which shall be fixed by the by-laws, the successors of the class of Directors whose term expires in that year shall be elected to hold office for the term of three years.

"Except as otherwise fixed by or pursuant to Article IV hereof, in case of any vacancy in any class of Directors through death, resignation, disqualification, or other cause, the remaining Directors, by the affirmative vote of a majority of the Board of Directors, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his successor."

Amendment Providing for the  
Addition of Article X

ARTICLE X

Section 1. Vote Required for Certain Business Combinations.

A. Higher Vote for Certain Business Combinations. In addition to any affirmative vote required by law or this Certificate of Organization (including, without limitation, the second and/or third paragraph of Article VII hereof), and except as otherwise expressly provided in section 2 of this Article X:

(1) any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (a) any Interested Shareholder (as hereinafter defined) or (b) any other corporation or other person (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Shareholder; or

(ii) any plan of exchange for all outstanding shares of the Corporation or any Subsidiary or for any class of shares of either with (a) any Interested Shareholder or (b) any other corporation or other person (whether or not itself an Interested Shareholder) which is, or after such plan of exchange would be, an Affiliate of an Interested Shareholder; or

(iii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Shareholder or any Affiliate of any Interested Shareholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value of \$20,000,000 or more; or

(iv) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Shareholder or any Affiliate of any Interested Shareholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$20,000,000 or more; or

(v) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Shareholder or any Affiliate of any Interested Shareholder; or

(vi) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Shareholder or any Affiliate of any Interested Shareholder;

shall require the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as



a single class (it being understood that for purposes of this Article X, each share of the Voting Stock shall have the number of votes granted to it pursuant to Article IV of this Certificate of Organization). Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

B. Definition of "Business Combination". The term "Business Combination" as used in this Article X shall mean any transaction which is referred to in any one or more of clauses (i) through (vi) of paragraph A of this Section 1.

Section 2. When Higher Vote is Not Required. The provisions of Section 1 of this Article X shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law and any other provision of this Certificate of Organization, if all of the conditions specified in either of the following paragraphs A and B are met:

A. Approval by Continuing Directors. The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined), it being understood that this condition shall not be capable of satisfaction unless there is at least one Continuing Director.

B. Price and Procedure Requirements. All of the following conditions shall have been met:

(1) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest of the following:

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it (1) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (2) in the transaction in which it became an Interested Shareholder, whichever is higher;

(b) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Interested Shareholder became an Interested Shareholder (such latter date is referred to in this Article X as the "Determination Date"), whichever is higher; and

(c) (if applicable) the price per share equal to the Fair Market Value per share of Common Stock determined pursuant to paragraph B(1)(b) above, multiplied by the ratio of (1) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it within the two-year period immediately prior to the Announcement Date to (2) the Fair Market Value per share of Common Stock on the first day in such two-year period upon which the Interested Shareholder acquired any shares of Common Stock.

(ii) The consideration to be received by holders of Common Stock shall be in cash or in the same form as the Interested Shareholder has previously paid for shares of such class. If the Interested Shareholder has paid for shares of Common Stock with varying forms of consideration, the form of consideration for Common Stock shall be either cash or the form used to acquire the largest number of shares of such class previously acquired by it.

(iii) After such Interested Shareholder has become an Interested Shareholder and prior to the consummation of such Business Combination: (a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on the outstanding Preferred Stock; (b) there shall have been (1) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (2) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and (c) such Interested Shareholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Shareholder becoming an Interested Shareholder.

(iv) After such Interested Shareholder has become an Interested Shareholder, such Interested Shareholder shall not have received the benefit, directly or indirectly (except proportionately as a shareholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(v) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to public shareholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

**Section 3. Certain Definitions.** For the purposes of this Article X:

A. A "person" shall mean any individual, firm, corporation or other entity.

B. "Interested Shareholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(i) is the beneficial owner, directly or indirectly, of more than 10% of the voting power of the outstanding Voting Stock; or

(ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Shareholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purpose of determining whether a person is an Interested Shareholder pursuant to paragraph B of this Section 3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph C of this Section 3 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

E. "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on March 21, 1983.

F. "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Shareholder set forth in paragraph B of this Section 3, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

G. "Continuing Director" means any member of the Board of Directors of the Corporation (the "Board") who is unaffiliated with the Interested Shareholder and was a member of the Board prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director who is unaffiliated with the Interested Shareholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.

H. "Fair Market Value" means: (i) in the case of stock the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

Section 4. Powers of the Board of Directors. - The Board of Directors of the Corporation shall have the power and duty to determine for the purposes of this Article X, on the basis of information known to it after reasonable inquiry, (A) whether a person is an Interested Shareholder, (B) the number of shares of Voting Stock beneficially owned by any person, (C) whether a person is an Affiliate or Associate of another and (D) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$20,000,000 or more. Any such determination made in good faith shall be binding and conclusive on all parties.

Section 5. No Effect on Fiduciary Obligations of Interested Shareholders. Nothing contained in this Article X shall be construed to relieve any Interested Shareholder from any fiduciary obligation imposed by law.

Section 6. Amendment or Repeal. Notwithstanding any other provision of law, this Certificate of Organization or the by-laws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, this Certificate of Organization or the by-laws of the Corporation), and in addition to any affirmative vote of the holders of Preferred Stock or any other class of capital stock of the Corporation or any series of any of the foregoing then outstanding which is required by law or by or pursuant to this Certificate of Organization, the affirmative vote of the holders of 80% or more of the voting power of the shares of the then outstanding Voting Stock, voting together as a single class, shall be required to amend or repeal this Article X of this Certificate of Organization.

3. That at such meeting the number of shares entitled to vote upon the foregoing amendments was 61,779,759 shares of the Corporation's common stock.

4. That at such meeting, 34,221,954 shares of the Corporation's common stock were voted for the amendments providing for the addition of Article VIII and Article IX and deletions from Article VII and 6,418,999 shares of the Corporation's common stock were voted against such amendments and that at such meeting, 35,062,999 shares of the Corporation's common stock were voted for the amendment providing for the addition of Article X and 5,510,532 shares of the Corporation's common stock were voted against such amendment.

IN WITNESS WHEREOF, said NL Industries, Inc. has caused this Certificate of Amendment to be executed on its behalf by MacDonell Roehm, Jr., Executive Vice President of the Corporation, this 4th day of May, 1983.

NL INDUSTRIES, INC.

By MacDonell Roehm, Jr.  
MacDonell Roehm, Jr.  
Executive Vice President

Attest:

John T. Rafferty  
John T. Rafferty  
Secretary

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MAIL TO  
COLORADO SECRETARY OF STATE  
CORPORATIONS OFFICE  
1560 Broadway, Suite 200  
Denver, Colorado 80202  
(303) 866-2361

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH.

SUBMIT ONE  
Filing fee \$5.00

This document must be typewritten.

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of

NEW JERSEY

submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

N L INDUSTRIES INC.

Second: The address of its REGISTERED OFFICE is 1600 Broadway, Denver, Colorado 80202

Third: The name of its REGISTERED AGENT is THE CORPORATION COMPANY

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: A copy of this statement has been forwarded to the corporation by the registered agent.

The Corporation Company  
registered agent

By

*G. J. Franklin, Jr.*  
(Vice-President)

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CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF ORGANIZATION OF  
NL INDUSTRIES, INC.

I, Vincent R. McLean, Vice President of NL Industries, Inc. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of New Jersey, in accordance with the provisions of Section 14A:9-4 of the New Jersey Business Corporation Act, do hereby certify:

1. The name of the Corporation is NL Industries, Inc.
2. The following amendment to the Certificate of Organization was approved by the Board of Directors of the Corporation and thereafter duly adopted by the shareholders of the Corporation at the annual meeting of shareholders held on the 22nd day of April, 1981:

RESOLVED, that the Board of Directors of NL Industries, Inc. (the "corporation") hereby declares it to be advisable and does hereby approve a further amendment of the Certificate of Organization of the corporation, as heretofore amended;

1. To increase the number and reduce the par value of the authorized shares of common stock of the corporation from 60,000,000 shares of common stock of the par value of \$2.50 each to 150,000,000 shares of common stock of the par value of \$1.25 each, so that the first paragraph of Article IV of the Certificate of Organization, as heretofore amended, shall be amended to read in full as follows:

"IV. The total authorized capital stock of the corporation is one hundred fifty-five million (155,000,000) shares, of which one hundred fifty million (150,000,000) shares shall be Common Stock (hereinafter called the Common Stock) of the par value of \$1.25 each, and five million (5,000,000) shares shall be Preferred Stock (hereinafter called the Preferred Stock) without par value."

2. To convert each issued share of common stock of the corporation of the par value of \$2.50 each, including any shares held in the treasury of the corporation, into two shares of common stock of the par value of \$1.25 each. Each certificate representing one or more shares of said common stock of the par value of \$2.50 each which shall be issued and outstanding or held in the treasury of the corporation immediately prior to the taking effect of said amendment shall upon and after the taking effect thereof represent the same number of shares of common stock of the par value of \$1.25 each and the corporation shall issue to or on the order of each holder of record for each one of

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the shares of said common stock then held of record at the close of business on the day of filing of such amendment by such holder or held in the treasury of the corporation a certificate or certificates representing one additional share of the common stock of the par value of \$1.25 each.

3. That at such meeting the number of shares entitled to vote upon the foregoing amendment was 33,189,834 shares of the Corporation's common stock.

4. That at such meeting, 23,513,206 shares of the Corporation's common stock were voted for such amendment and 131,166 shares of the Corporation's common stock were voted against such amendment.

IN WITNESS WHEREOF, said NL Industries, Inc. has caused this Certificate of Amendment to be signed by Vincent R. McLean, as Vice President this 4th day of May, 1981.

NL INDUSTRIES, INC.

By   
Vincent R. McLean,  
Vice President

Attest:

By   
John T. Rafferty,  
Assistant Secretary

FILED and RECORDED  
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DONALD LAN  
SECRETARY OF STATE

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**FOREIGN**

**FILED**

**MAY 6 1983**

**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF ORGANIZATION OF  
NL INDUSTRIES, INC.**

**JANE BURGIO**  
Secretary of State

NL Industries, Inc. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of New Jersey, in accordance with the provisions of Section 14A:9-4 of the New Jersey Business Corporation Act, does hereby certify:

1. The name of the Corporation is NL Industries, Inc.

2. The following amendments to the Certificate of Organization were approved by the Board of Directors of the Corporation and thereafter duly adopted by the shareholders of the Corporation at the annual meeting of shareholders held on the 27th day of April, 1983:

Amendments Providing for the Addition  
of Article VIII and Article IX and  
Deletions from Article VII

**ARTICLE VIII**

Number, Election and Terms. Except as otherwise fixed by or pursuant to the provisions of Article IV hereof relating to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, the number of the directors of the Corporation shall be not less than seven nor more than 17 persons. The exact number of directors within the minimum and maximum limitations specified in the first sentence of this Article VIII shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors. The Directors, other than those who may be elected by the holders of shares of a series of Preferred Stock pursuant to the terms of the resolution or resolutions providing for the issue of such series of shares adopted by the Board of Directors or by the holders of any other class or series of capital stock of the Corporation (other than Common Stock) which is then outstanding, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal

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in number as possible: One class to be originally elected for a term of one year; another class to be originally elected for a term of two years; and another class to be originally elected for a term of three years, each class to hold office until its successors are elected. At each annual meeting, the date of which shall be fixed by the by-laws, the successors of the class of directors whose term expires in that year shall be elected to hold office for the term of three years.

Newly Created Directorships and Vacancies. Except as otherwise fixed by or pursuant to the provisions of Article IV hereof relating to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, newly created directorships resulting from any increase in the number of directors may be filled by the Board of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, retirement, removal or other cause may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board, or by a sole remaining director. Any director chosen in accordance with the preceding sentences in this paragraph shall hold office until the next succeeding annual meeting of shareholders and until his successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Removal. Subject to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, any director, or the entire Board of Directors, may be removed from office at any time by shareholders, with or without cause, only by the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote for the election of directors.

Amendment or Repeal. Notwithstanding any other provision of law, this Certificate of Organization or the by-laws and in addition to any affirmative vote of the holders of Preferred Stock or any other class of capital stock of the Corporation or any series of any of the foregoing then outstanding which is required by law or by or pursuant to this

Certificate, the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote thereon shall be required to amend or repeal this Article VIII or Article III of the by-laws.

#### ARTICLE IX

Subject to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of shareholders of the Corporation and may not be effected by any consent in writing by such shareholders unless all the shareholders entitled to vote thereon consent thereto in writing. Except as otherwise required by law and subject to the rights of the holders of Preferred Stock or any other class of capital stock of the Corporation (other than Common Stock) or any series of any of the foregoing which is then outstanding, special meetings of shareholders of the Corporation may be called only by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, or by the Chairman of the Board, the President or the Executive Committee of the Board of Directors. Notwithstanding any other provision of law, this Certificate of Organization or the by-laws, and in addition to any affirmative vote of the holders of Preferred Stock or any other class of capital stock of the Corporation or any series of any of the foregoing then outstanding which is required by law or by or pursuant to this Certificate, the affirmative vote of the holders of at least 80% of the voting power of all of the shares of the Corporation entitled to vote thereon shall be required to amend or repeal this Article IX or the second paragraph of Article II of the by-laws.

#### Deletions

The fourth and fifth paragraphs of Article VII of the Certificate, which presently read as set forth below, shall be deleted in their entirety:

"Except as otherwise fixed by or pursuant to Article IV hereof, the number of the Directors of the company shall be thirteen, but may be increased or diminished by amendment to

the by-laws as therein provided. The Directors shall be classified in respect to the time for which they shall severally hold office, into three classes. One class to be originally elected for a term of one year. Another class to be originally elected for a term of two years, and another class to be originally elected for a term of three years, each class to hold office until its successors are elected. At each annual meeting, the date of which shall be fixed by the by-laws, the successors of the class of Directors whose term expires in that year shall be elected to hold office for the term of three years.

"Except as otherwise fixed by or pursuant to Article IV hereof, in case of any vacancy in any class of Directors through death, resignation, disqualification, or other cause, the remaining Directors, by the affirmative vote of a majority of the Board of Directors, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his successor."

Amendment Providing for the  
Addition of Article X

**ARTICLE X**

Section 1. Vote Required for Certain Business Combinations.

A. Higher Vote for Certain Business Combinations. In addition to any affirmative vote required by law or this Certificate of Organization (including, without limitation, the second and/or third paragraph of Article VII hereof), and except as otherwise expressly provided in section 2 of this Article X:

(1) any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (a) any Interested Shareholder (as hereinafter defined) or (b) any other corporation or other person (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Shareholder; or

(ii) any plan of exchange for all outstanding shares of the Corporation or any Subsidiary or for any class of shares of either with (a) any Interested Shareholder or (b) any other corporation or other person (whether or not itself an Interested Shareholder) which is, or after such plan of exchange would be, an Affiliate of an Interested Shareholder; or

(iii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Shareholder or any Affiliate of any Interested Shareholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value of \$20,000,000 or more; or

(iv) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Shareholder or any Affiliate of any Interested Shareholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$20,000,000 or more; or

(v) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Shareholder or any Affiliate of any Interested Shareholder; or

(vi) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Shareholder or any Affiliate of any Interested Shareholder;

shall require the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as

a single class (it being understood that for purposes of this Article X, each share of the Voting Stock shall have the number of votes granted to it pursuant to Article IV of this Certificate of Organization). Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

**B. Definition of "Business Combination".** The term "Business Combination" as used in this Article X shall mean any transaction which is referred to in any one or more of clauses (i) through (vi) of paragraph A of this Section 1.

**Section 2. When Higher Vote is Not Required.** The provisions of Section 1 of this Article X shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law and any other provision of this Certificate of Organization, if all of the conditions specified in either of the following paragraphs A and B are met:

**A. Approval by Continuing Directors.** The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined), it being understood that this condition shall not be capable of satisfaction unless there is at least one Continuing Director.

**B. Price and Procedure Requirements.** All of the following conditions shall have been met:

(1) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest of the following:

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it (1) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (2) in the transaction in which it became an Interested Shareholder, whichever is higher;

(b) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Interested Shareholder became an Interested Shareholder (such latter date is referred to in this Article X as the "Determination Date"), whichever is higher; and

(c) (if applicable) the price per share equal to the Fair Market Value per share of Common Stock determined pursuant to paragraph B(i)(b) above, multiplied by the ratio of (1) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it within the two-year period immediately prior to the Announcement Date to (2) the Fair Market Value per share of Common Stock on the first day in such two-year period upon which the Interested Shareholder acquired any shares of Common Stock.

(ii) The consideration to be received by holders of Common Stock shall be in cash or in the same form as the Interested Shareholder has previously paid for shares of such class. If the Interested Shareholder has paid for shares of Common Stock with varying forms of consideration, the form of consideration for Common Stock shall be either cash or the form used to acquire the largest number of shares of such class previously acquired by it.

(iii) After such Interested Shareholder has become an Interested Shareholder and prior to the consummation of such Business Combination: (a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on the outstanding Preferred Stock; (b) there shall have been (1) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (2) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and (c) such Interested Shareholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Shareholder becoming an Interested Shareholder.



(iv) After such Interested Shareholder has become an Interested Shareholder, such Interested Shareholder shall not have received the benefit, directly or indirectly (except proportionately as a shareholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(v) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to public shareholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

**Section 3. Certain Definitions. For the purposes of this Article X:**

A. A "person" shall mean any individual, firm, corporation or other entity.

B. "Interested Shareholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(i) is the beneficial owner, directly or indirectly, of more than 10% of the voting power of the outstanding Voting Stock; or

(ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Shareholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purpose of determining whether a person is an Interested Shareholder pursuant to paragraph B of this Section 3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph C of this Section 3 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

E. "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on March 21, 1983.

F. "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Shareholder set forth in paragraph B of this Section 3, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

G. "Continuing Director" means any member of the Board of Directors of the Corporation (the "Board") who is unaffiliated with the Interested Shareholder and was a member of the Board prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director who is unaffiliated with the Interested Shareholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.

H. "Fair Market Value" means: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

Section 4. Powers of the Board of Directors. The Board of Directors of the Corporation shall have the power and duty to determine for the purposes of this Article X, on the basis of information known to it after reasonable inquiry, (A) whether a person is an Interested Shareholder, (B) the number of shares of Voting Stock beneficially owned by any person, (C) whether a person is an Affiliate or Associate of another and (D) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$20,000,000 or more. Any such determination made in good faith shall be binding and conclusive on all parties.

Section 5. No Effect on Fiduciary Obligations of Interested Shareholders. Nothing contained in this Article X shall be construed to relieve any Interested Shareholder from any fiduciary obligation imposed by law.

Section 6. Amendment or Repeal. Notwithstanding any other provision of law, this Certificate of Organization or the by-laws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, this Certificate of Organization or the by-laws of the Corporation), and in addition to any affirmative vote of the holders of Preferred Stock or any other class of capital stock of the Corporation or any series of any of the foregoing then outstanding which is required by law or by or pursuant to this Certificate of Organization, the affirmative vote of the holders of 80% or more of the voting power of the shares of the then outstanding Voting Stock, voting together as a single class, shall be required to amend or repeal this Article X of this Certificate of Organization.

3. That at such meeting the number of shares entitled to vote upon the foregoing amendments was 61,779,759 shares of the Corporation's common stock.

4. That at such meeting, 34,221,954 shares of the Corporation's common stock were voted for the amendments providing for the addition of Article VIII and Article IX and deletions from Article VII and 6,418,999 shares of the Corporation's common stock were voted against such amendments and that at such meeting, 35,062,999 shares of the Corporation's common stock were voted for the amendment providing for the addition of Article X and 5,510,532 shares of the Corporation's common stock were voted against such amendment.

IN WITNESS WHEREOF, said NL Industries, Inc. has caused this Certificate of Amendment to be executed on its behalf by MacDonell Roehm, Jr., Executive Vice President of the Corporation, this 4th day of May, 1983.

NL INDUSTRIES, INC.

By MacDonell Roehm, Jr.  
MacDonell Roehm, Jr.  
Executive Vice President

Attest:

John T. Rafferty  
John T. Rafferty  
Secretary